



**TRULY**<sup>®</sup>

信利國際有限公司

**Truly International Holdings Limited**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 00732

**2017**

Annual Report 年報

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# GENERAL INFORMATION

## 一般資料

### EXECUTIVE DIRECTORS

Lam Wai Wah (Chairman)  
Wong Pong Chun, James  
Cheung Tat Sang

### NON-EXECUTIVE DIRECTOR

Li Jian Hua

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Chung Kam Kwong  
Ip Cho Ting, Spencer  
Heung Kai Sing

### COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Ma Wai Tong

### AUDITORS

Deloitte Touche Tohmatsu  
Certified Public Accountants  
35/F One Pacific Place  
88 Queensway  
Hong Kong

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East, Hong Kong

### LEGAL ADVISOR

Luk & Partners  
In Association with Morgan, Lewis & Bockius  
Suite 1902-09, 19th Floor Edinburgh Tower,  
The Landmark  
15 Queen's Road Central  
Hong Kong

### 執行董事

林偉華(主席)  
黃邦俊  
張達生

### 非執行董事

李建華

### 獨立非執行董事

鍾錦光  
葉祖亭  
香啟誠

### 公司秘書及合資格會計師

馬煒堂

### 核數師

德勤 • 關黃陳方會計師行  
執業會計師  
香港  
金鐘道88號  
太古廣場一座35樓

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港皇后大道東183號  
合和中心22樓

### 法律顧問

陸繼鏘律師事務所  
與摩根路士律師事務所聯營  
香港  
皇后大道中15號  
置地廣場  
公爵大廈19樓1902-09室

# GENERAL INFORMATION

## 一般資料

### MAJOR BANKERS

Bank of China (Hong Kong) Limited  
Citibank, N.A.  
China CITIC Bank International Limited  
Hang Seng Bank Limited  
Industrial and Commercial Bank of China (Asia) Limited  
Mizuho Bank, Ltd  
MUFG Bank, Ltd.  
Nanyang Commercial Bank, Limited  
Standard Chartered Bank (HK) Limited  
The Hongkong and Shanghai Banking Corporation Limited

### REGISTERED OFFICE

P.O. Box 309  
Grand Cayman  
Cayman Islands  
British West Indies

### PRINCIPAL OFFICE

2/F Chung Shun Knitting Centre  
1-3 Wing Yip Street  
Kwai Chung, N.T.  
Hong Kong

### WEBSITE

<http://www.truly.com.hk>

### 主要往來銀行

中國銀行(香港)有限公司  
花旗銀行  
中信銀行(國際)有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
瑞穗銀行  
三菱UFJ銀行  
南洋商業銀行有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司

### 註冊辦事處

P.O. Box 309  
Grand Cayman  
Cayman Islands  
British West Indies

### 主要辦事處

香港  
新界葵涌  
永業街1至3號  
忠信針織中心2樓

### 網址

<http://www.truly.com.hk>

# FINANCIAL HIGHLIGHTS

## 財務摘要

### For the year ended 31 December

截至十二月三十一日止年度

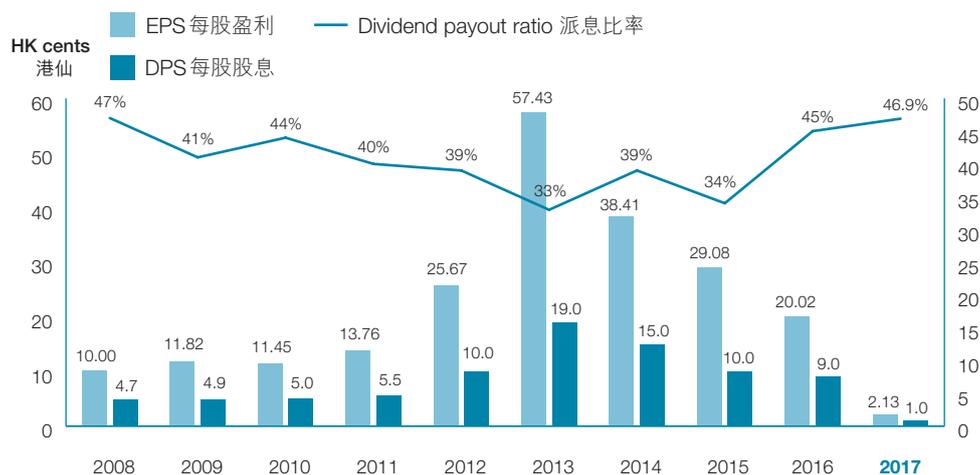
		2017	2016	Change 變動
		二零一七年	二零一六年	
		HK\$'000 千港元	HK\$'000 千港元	
Revenue	收益	<b>20,733,418</b>	22,071,521	-6.1%
Gross profit	毛利	<b>2,040,167</b>	2,195,678	-7.1%
Profit for the year attributable to owners of the Company	本公司擁有人 應佔本年度溢利	<b>62,987</b>	581,867	-89.2%
EBITDA	稅息折舊及攤銷前利潤	<b>1,622,903</b>	1,980,594	-18.1%
EPS (HK cents)	每股盈利(港仙)			
— Basic	— 基本	<b>2.13</b>	20.02	-89.4%
DPS (HK cents)	每股股息(港仙)			
— Interim	— 中期	<b>1</b>	7	-85.7%
— Final	— 末期	<b>—</b>	2	-100%
— Full Year	— 全年	<b>1</b>	9	-88.9%

The directors do not propose the payment of final dividend for the year ended 31 December 2017 (2016: final dividend of 2 HK cents).

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年：末期股息2港仙)。

### Basic earnings per share, dividends per share and dividend payout ratio

每股基本盈利、每股股息及派息比率

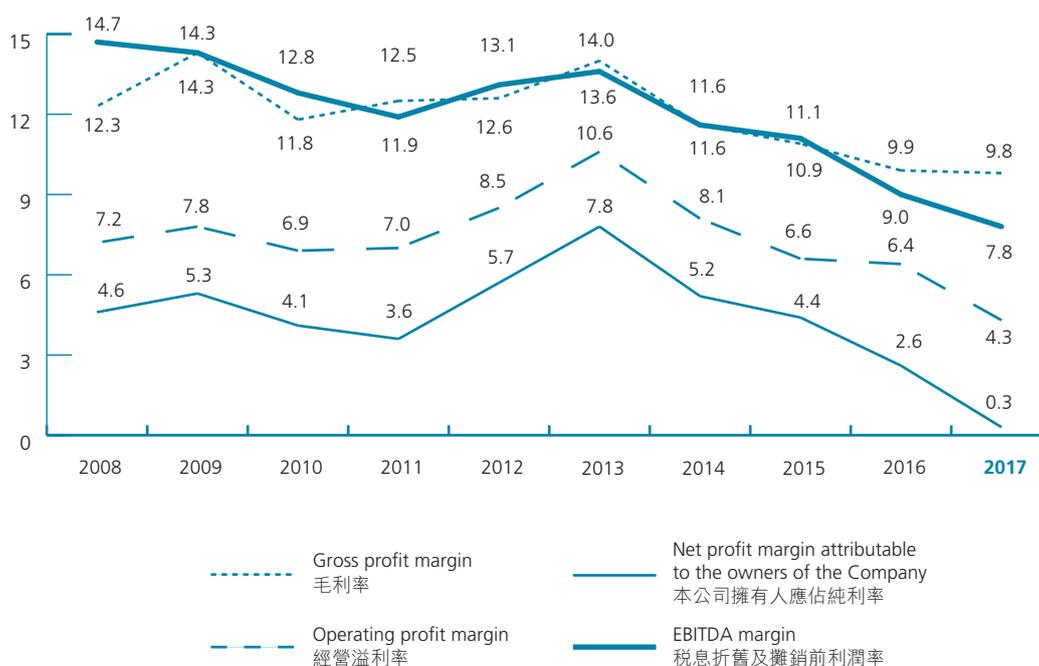


\* The calculation of basic earnings per share and dividends per share for the year from 2008 to 2010 have been adjusted for the bonus issued and the share subdivision that have been approved by the shareholders at the extraordinary general meeting held on 19 January 2011.

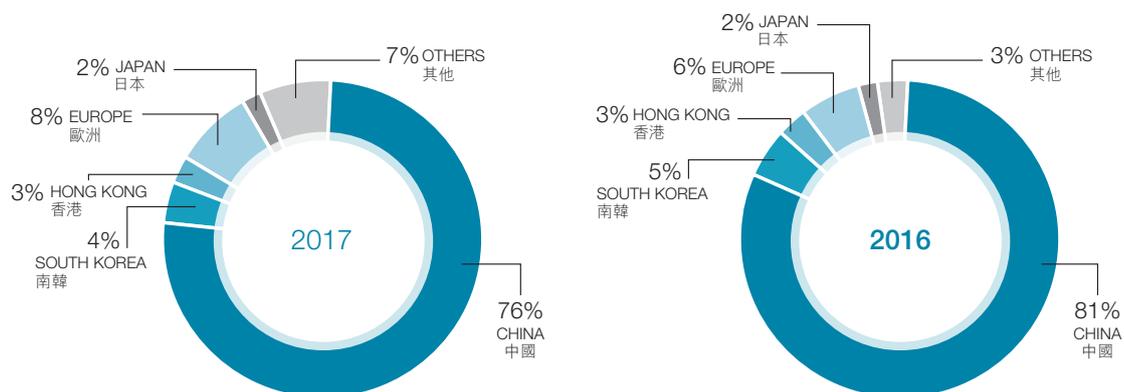
\* 二零零八年至二零一零年之每股基本盈利及每股股息之計算已就股東於二零一一年一月十九日舉行之股東特別大會上批准之已發行紅股及股份拆細作出調整。

### Analysis of EBITDA, gross, operating and net profit margins (%)

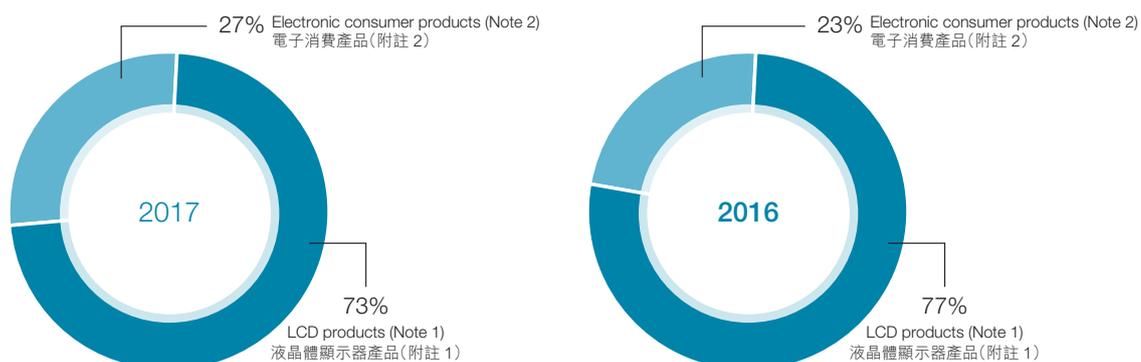
稅息折舊及攤銷前利潤率、毛利率、經營溢利率以及純利率分析 (%)



Turnover by geographical segments  
按地區分類劃分之營業額



Turnover by operating segments  
按經營分類劃分之營業額



Note 1: LCD products — manufacture and distribution of LCD products and touch panel products  
附註1：液晶體顯示器產品 — 製造及分銷液晶體顯示器產品及觸控屏產品

Note 2: Electronic consumer products — manufacture and distribution of electronic consumer products such as CCM, fingerprint identification modules, personal health care products and electrical devices  
附註2：電子消費產品 — 製造及分銷電子消費產品(例如微型相機模組、指紋識別模組、個人保健產品及電子設備)

# FINANCIAL SUMMARY

## 財務資料概要

### RESULTS

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收益	20,680,750	21,415,651	19,427,118	22,071,521	<b>20,733,418</b>
Cost of sales	銷售成本	(17,788,815)	(18,929,229)	(17,305,461)	(19,875,843)	<b>(18,693,251)</b>
Gross profit	毛利	2,891,935	2,486,422	2,121,657	2,195,678	<b>2,040,167</b>
Other income	其他收入	109,492	124,494	132,600	79,731	<b>181,793</b>
Other gains and losses	其他損益	(2,320)	(45,096)	(107,923)	(18,307)	<b>(69,891)</b>
Allowance for doubtful debt for a specific customer, net of insurance compensation received	特定客戶之呆賬撥備 (扣除已收保險賠償)	-	-	-	-	<b>(413,669)</b>
Impairment loss on available-for-sale investments	可供出售投資減值虧損	-	(7,216)	(29,821)	(2,188)	<b>(9,096)</b>
Administrative expenses	行政費用	(479,496)	(429,478)	(410,454)	(481,392)	<b>(434,445)</b>
Distribution and selling expenses	分銷及銷售費用	(325,923)	(395,733)	(432,511)	(352,885)	<b>(412,483)</b>
Finance costs	財務費用	(78,974)	(93,890)	(102,501)	(180,237)	<b>(323,108)</b>
Share of results of associates	分佔聯營公司業績	-	(17,502)	(47,691)	(368,048)	<b>(371,980)</b>
Profit before tax	稅前溢利	2,114,714	1,622,001	1,123,356	872,352	<b>187,288</b>
Income tax expense	所得稅開支	(346,447)	(372,725)	(194,509)	(195,785)	<b>(94,451)</b>
Profit for the year	本年度溢利	1,768,267	1,249,276	928,847	676,567	<b>92,837</b>
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	1,619,990	1,118,369	845,422	581,867	<b>62,987</b>
Non-controlling interests	非控股權益	148,277	130,907	83,425	94,700	<b>29,850</b>
		1,768,267	1,249,276	928,847	676,567	<b>92,837</b>

### ASSETS AND LIABILITIES

### 資產及負債

		At 31 December 於十二月三十一日				
		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total assets	總資產	16,280,931	18,731,528	18,234,444	23,296,761	<b>26,938,830</b>
Total liabilities	總負債	(9,054,075)	(11,208,169)	(10,638,863)	(16,001,894)	<b>(18,490,675)</b>
		7,226,856	7,523,359	7,595,581	7,294,867	<b>8,448,155</b>
Equity attributable to owners of the Company	本公司擁有人應佔權益	6,904,120	7,076,906	7,085,517	6,711,475	<b>7,882,771</b>
Non-controlling interests	非控股權益	322,736	446,453	510,064	583,392	<b>565,384</b>
		7,226,856	7,523,359	7,595,581	7,294,867	<b>8,448,155</b>

# THE CHAIRMAN'S STATEMENT

## 主席報告書

Truly International Holdings Limited (the "Company" and, together with its subsidiaries, the "Group") has suffered a decrease in the Group's revenue in 2017 compared with 2016, which cannot meet our revenue growth expectation being made last year. The revenue in 2017 was decreased by approximately HK\$1.3 billion or 6.1% when compared to 2016 (HK\$22.1 billion). The major reason for the revenue being dropped in the 2017 was because the smartphone shipment volume in China has been dropped when compared to 2016. Therefore, our major PRC smartphone customers' sales orders were reduced accordingly and the smartphone related products' revenue in 2017 was decreased.

Besides, the Group has experienced a lesson by the event of one-off specific significant bad and doubtful debts provision for one of the Group's 2016 major customers being made in 2017, Lemobile Information Technology (Beijing) Co., Ltd ("Lemobile") with the net amount of approximately HK\$414 million after the credit insurance compensation. The Group has been tightening the credit management on customers and enhancing the co-operation with credit insurance companies after the lesson. The management of the Group is very appreciated our credit insurance partners, particular for China Export & Credit Insurance Corporation, which handled our significant amount claim (USD18 million) against Lemobile very efficient and helped us to receive this compensation in December 2017. Therefore, the profit attributable to the owners of the Company for the year ended 31 December 2017 has been significantly decreased to approximately HK\$63 million by around 89.2% compared with 2016 (approximately HK\$582 million).

Owing to the above mentioned Lemobile bad debt provision case, it led the breaching a financial covenant of certain bank and other borrowing agreements of the Group in relation to a net debts ratio of the Group as at 30 June 2017. The Group has obtained the waivers approval in August 2017 from banks in relation of breaching of the financial covenant as at 30 June 2017. Thus, the Company has placed 160 million ordinary shares by the placing agents to not less than six Placees and allotted 53.33 million ordinary shares to the Chairman in aggregate of net proceed of approximately HK\$427 million in September and October 2017 respectively to enhance the Group's equity capital to rectify its breach of financial covenants on 30 June 2017 under various bank loan agreements. All the net proceeds have been utilized to supplement the general working capital of the Group and enhanced to the Group's equity capital. The Group has complied with these financial covenants as at 31 December 2017.

信利國際有限公司(「本公司」, 連同其附屬公司統稱「本集團」)錄得本集團二零一七年收益較二零一六年有所下跌, 未能符合去年預期之收益增長。二零一七年收益較二零一六年之221億港元減少約13億港元或6.1%。二零一七年收益下跌之主要原因是中國智能手機出貨量較二零一六年有所下降。因此, 我們之主要中國智能手機客戶相應減少銷售訂單, 以致智能手機相關產品於二零一七年之收益有所下跌。

此外, 本集團因於二零一七年就本集團二零一六年其中一名主要客戶樂視移動智能信息技術(北京)有限公司(「樂視移動」)計提一次性特定重大呆賬撥備(扣除信用保險賠償後淨額約為4.14億港元)一事而得到教訓。本集團經此教訓後一直嚴格管理客戶信用及加強與信用保險公司合作。本集團管理層非常感謝我們之信用保險合作夥伴, 尤其是中國出口信用保險公司, 該公司迅速為我們處理針對樂視移動提出為數1,800萬美元之巨額申索, 並協助我們於二零一七年十二月收到是項賠償。因此, 截至二零一七年十二月三十一日止年度, 本公司擁有人應佔溢利較二零一六年約5.82億港元大幅減少約89.2%至約0.63億港元。

上述樂視移動之壞賬撥備事件導致就本集團於二零一七年六月三十日之債務淨額比率違反本集團若干銀行及其他借款協議之財務契諾。本集團已於二零一七年八月獲銀行就於二零一七年六月三十日違反財務契諾授出豁免批准。因此, 本公司先後於二零一七年九月及十月透過配售代理向不少於六名承配人配售160,000,000股普通股及向主席配發53,330,000股普通股, 共計所得款項淨額約為4.27億港元, 藉以提升本集團之股本以糾正其於二零一七年六月三十日違反多份銀行貸款協議項下財務契諾。所得款項淨額已全數用於補充本集團之一般營運資金及提升本集團之股本。截至二零一七年十二月三十一日, 本集團已遵守該等財務契諾。

# THE CHAIRMAN'S STATEMENT

## 主席報告書

The Group has successfully obtained the shareholders' approval by EGM held on 24 November 2017 for the proposed spin-off of Truly Opto-Electronics Limited (Truly Shanwei), a non-wholly owned subsidiary of the Company, and a separate listing of the shares of Truly Shanwei on the Shenzhen Stock Exchange by way of the issuance and offering of 60,000,001 to 80,000,000 new shares of Truly Shanwei (the "Proposed Spin-off") being approved. The management expects this Proposed Spin-off which can be completed within 2018.

The Huizhou factory, the major associated company of the Group, has improved its significant operating loss gradually since second quarter of 2017 after 9 months' operation since second half of 2016. Same as the management expectation in 2016, the Huizhou factory, the major associate, still incurred an operating loss in 2017. Thus, the Group has shared loss of approximately HK\$372 million for the year ended 31 December 2017 (2016: approximately HK\$368 million) from associates. The management expects that the Huizhou factory would significantly improve its operating results in 2018.

The Group's fifth generation TFT-LCD production plant in Shanwei has successfully been constructed in late 2017 and started the trial production period in January 2018. The mass production of this fifth generation TFT-LCD production plant can be expected in second half of 2018. Thereafter, it can improve the completeness of the Group's production capacity on LCD module products and strengthen the customers' confidence on the Group.

Besides, the Group has invested RMB500 million for the equity interest of 7.1429% to form an associate for another fifth generation TFT-LCD production factory in Sichuan in the second half of 2017. This new factory construction would be expected to complete in late 2019 or early 2020.

In 2018, it would be very challenging to the Group since the management has been facing the unclear prospect and downwards change of PRC smartphone industry from the second half of 2017. The management has been starting to do some cost down measures and internal reforms since last quarter of 2017. However, the management would concentrate to maintain the Group's profit margins and the revenue in 2018 as same as 2017. Besides, the management would continue to improve the operations of the Huizhou factory and the new established Shanwei fifth generation TFT-LCD factory.

本集團已於二零一七年十一月二十四日舉行之股東特別大會成功獲股東批准關於將本公司之非全資附屬公司信利光電股份有限公司(「信利汕尾」)分拆之建議，並批准透過發行及發售60,000,001股至80,000,000股信利汕尾新股份將信利汕尾之股份於深圳證券交易所獨立上市(「建議分拆」)。管理層預期可於二零一八年內完成是次建議分拆。

本集團主要聯營公司惠州廠房自二零一六年下半年起開始營運，於營運九個月後，自二零一七年第二季度以來已逐漸改善其重大經營虧損。誠如管理層於二零一六年之預期，主要聯營公司惠州廠房於二零一七年仍產生經營虧損。因此，本集團於截至二零一七年十二月三十一日止年度分佔聯營公司虧損約3.72億港元(二零一六年：約3.68億港元)。管理層預期惠州廠房之經營業績將於二零一八年大幅改善。

本集團設於汕尾之第五代TFT-LCD生產廠房已於二零一七年底建成，並於二零一八年一月進入試產期。預期該第五代TFT-LCD生產廠房可於二零一八年下半年量產，此後，將有助提升本集團液晶顯示器模組產品之產能，同時加強客戶對本集團之信心。

此外，本集團已於二零一七年下半年投資人民幣5億元成立一間其佔7.1429%股權之聯營公司，以便於四川興建另一間第五代TFT-LCD生產廠房。該新廠房預期將於二零一九年底或二零二零年初竣工。

自二零一七年下半年以來，管理層一直面對不明朗前景，且中國智能手機行業轉趨下行，故二零一八年對本集團而言甚具挑戰。管理層已自二零一七年最後一個季度起開始採取若干降低成本措施及內部變革。然而，與二零一七年相同，管理層將於二零一八年專注維持本集團之利潤率及收益。此外，管理層將繼續改善惠州廠房及新建汕尾第五代TFT-LCD廠房之營運。

# THE CHAIRMAN'S STATEMENT

## 主席報告書

The management would like to express its appreciation to bankers, staff and workers for their continuing support and contribution towards the Group. In addition, the management wishes to extend its gratitude for customers, suppliers and other business partners.

管理層謹此感謝往來銀行、僱員及員工一直以來對本集團鼎力支持及作出貢獻。此外，管理層謹此向客戶、供應商及其他業務夥伴致以謝忱。

**Lam Wai Wah**  
*Chairman*

Hong Kong, 23 March 2018

主席  
林偉華

香港，二零一八年三月二十三日

### BUSINESS REVIEW

Revenue of 2017 recorded a decrease by 6.1% amounting to approximately HK\$20.7 billion (2016: HK\$22.1 billion), which was mainly attributable to the revenue in the second half of 2017 being significantly dropped when compared to the revenue in the second half of 2016. For revenue in the first half of 2017 has still been increased by 11.4% (approximately HK\$1.1 billion) when compared to the revenue in same period in 2016, but it was less than the revenue amount of approximately HK\$2.4 billion being dropped in the second half of 2017 when compared to same period in 2016. The major reason for the revenue being dropped significantly in the second half of 2017 was that the smartphone shipment volume in China has been dropped when compared to 2016. Therefore, our major PRC smartphone customers' sales orders were reduced also and the smartphone related products' revenue in 2017 was decreased accordingly. For non-smartphone related products' revenue has still increased in 2017 by double digits when compared to 2016, but it was less than the smartphone related products' revenue amount being dropped in 2017.

Profit for the year attributable to the owners of the Company was significantly dropped to approximately HK\$63 million (2016: approximately HK\$582 million) by 89.2%. Basic earnings per share for the year decreased to 2.13 HK cents from 20.02 HK cents in 2016. The 2017 total interim dividends of 1 HK cent per ordinary share were paid on 5 September 2017 (2016: 7 HK cents). The Board of Directors do not propose the payment of final dividend for the year ended 31 December 2017 (2016: 2 HK cents) in order to maintain the dividend payout ratio not more than 50%, representing a payout ratio of 46.9% (2016: 45.0%).

The gross profit margin for the year decreased to approximately 9.8% (2016: 9.9%) and net profit margin for the year attributable to owners of the Company decreased to 0.3% (2016: 2.6%). Decrease in gross profit margin was mainly affected by the trend of change of smartphone screen scale to 18:9 from traditional 16:9 during 2017, the Group has acted in concert with the Group's major smartphone customers to provide some discounts on some original 16:9 smartphone products sales order in the second quarter of 2017 to accelerate the use of the relevant raw materials by the Group. Besides, the one-off full provision for bad and doubtful debt of customer, Lemobile, approximately HK\$554 million were made during the year and according to the credit insurance agreement, the Group has successfully received the compensation with the amount approximately HK\$140 million from the credit insurance company in December 2017. Therefore, the net effect on the Lemobile bad and doubtful debt in 2017 against the Group's profit was HK\$414 million. Furthermore, decrease in revenue in 2017 also affected the net profit margin for the year attributable to owners of the Company.

### 業務回顧

二零一七年收益下跌6.1%至約207億港元(二零一六年:221億港元),主要由於二零一七年下半年收益相較二零一六年下半年收益大幅下跌。二零一七年上半年收益與二零一六年同期收益相比仍增加11.4%(約11億港元),惟有關增幅少於二零一七年下半年收益與二零一六年同期相比之跌幅約24億港元。收益於二零一七年下半年大幅下跌之主要因為中國智能手機出貨量相比二零一六年有所下跌。因此,主要中國智能手機客戶之銷售訂單亦有所減少,以致二零一七年智能手機相關產品收益相應減少。二零一七年非智能手機相關產品收益較二零一六年仍錄得雙位數增長,惟增幅少於二零一七年智能手機相關產品收益跌幅。

本集團擁有人應佔本年度溢利大幅下跌89.2%至約0.63億港元(二零一六年:約5.82億港元)。本年度每股基本盈利由二零一六年之20.02港仙下跌至2.13港仙。二零一七年每股普通股中期股息合共1港仙已於二零一七年九月五日派付(二零一六年:7港仙)。董事會不建議就截至二零一七年十二月三十一日止年度派付末期股息(二零一六年:2港仙),以維持派息比率不超過50%,即派息比率46.9%(二零一六年:45.0%)。

本年度毛利率下跌至約9.8%(二零一六年:9.9%),而本公司擁有人應佔本年度純利率下跌至0.3%(二零一六年:2.6%)。毛利率下跌主要受二零一七年智能手機屏幕比例由傳統16:9轉變至18:9之趨勢所影響。本集團配合其主要智能手機客戶,於二零一七年第二季度為部分傳統16:9智能手機產品之銷售訂單提供若干折扣優惠,以加快本集團有關原材料之使用。此外,於本年度就客戶樂視移動一次性全額計提呆壞賬撥備約5.54億港元,而根據信用保險協議,本集團於二零一七年十二月成功向信用保險公司收取賠償約1.40億港元。因此,樂視移動二零一七年呆壞賬對本集團溢利之淨影響為4.14億港元。另外,二零一七年收益減少亦影響本公司擁有人應佔本年度純利率。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The appreciation of currency of Renminbi in 2017 was favorable to the Group, it helped the gross profit margins being slightly improved in the second half of 2017 and improved the total equity of the Group in 2017.

The Group's LCD business including touch products was about 73% of the Group revenue in 2017. Other businesses of the Group including the sales of compact camera modules, fingerprint identification products and printed circuit board were 27% of the Group's revenue in 2017. LCD business would continue to be the core business of the Group in coming few years.

The Group continues to put resources in the Group's research and development by spending around HK\$812 million in 2017 (2016: HK\$760 million). During the year, the Group continued to register many patents related manufacturing process of the PRC factories of the Group.

### Segment Information

Information reported to the Board of Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of performance focuses on the sales of different types of products. Inter-segment sales are charged at prevailing market rates. Thus the Group is currently organised into two operating segments which are sales of LCD products and electronic consumer products. The information for each operating segment is as follows:

LCD products	—	manufacture and distribution of LCD products and touch panel products
Electronic consumer products	—	manufacture and distribution of electronic consumer products such as compact camera module, fingerprint identification modules, personal health care products and electrical devices

人民幣匯率於二零一七年升值有利本集團，有助其毛利率於二零一七年下半年輕微改善，並改善本集團二零一七年之權益總額。

本集團之液晶顯示器業務(包括觸控產品)佔本集團二零一七年收益約73%。本集團之微型相機模組、指紋識別產品及印刷電路板銷售等其他業務則佔本集團二零一七年收益之27%。液晶顯示器業務將繼續為本集團未來數年之核心業務。

於二零一七年，本集團透過斥資約8.12億港元(二零一六年：7.60億港元)繼續投放資源於本集團之研發方面。於本年度，本集團繼續為本集團之中國廠房註冊多項有關生產工序之專利。

### 分類資料

向本公司董事會(即主要營運決策者)報告以分配資源及評估表現的報告資料集中於不同類別產品的銷售。分類間銷售乃按現行市價支銷。因此，本集團目前分為兩個營運分類，即銷售液晶顯示器產品及電子消費產品。各營運分類的資料如下：

液晶顯示器產品	—	製造及分銷液晶顯示器產品及觸控屏產品
電子消費產品	—	製造及分銷電子消費產品(例如微型相機模組、指紋識別模組、個人保健產品及電子設備)

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2017

### 分類收益及業績

本集團按營運及報告分類劃分的收益及業績分析如下：

截至二零一七年十二月三十一日止年度

		LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費 產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	15,083,343	5,650,075	20,733,418	-	20,733,418
Inter-segment sales	分類間銷售	-	223,498	223,498	(223,498)	-
		<b>15,083,343</b>	<b>5,873,573</b>	<b>20,956,916</b>	<b>(223,498)</b>	<b>20,733,418</b>
RESULT	業績					
Segment result	分類業績	850,760	100,354	951,114	(13,765)	937,349
Finance costs	財務費用					(323,108)
Unallocated expenses	未分配開支					(426,953)
Profit before tax	稅前溢利					<b>187,288</b>

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子消費 產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	16,952,981	5,118,540	22,071,521	-	22,071,521
Inter-segment sales	分類間銷售	-	229,675	229,675	(229,675)	-
		<b>16,952,981</b>	<b>5,348,215</b>	<b>22,301,196</b>	<b>(229,675)</b>	<b>22,071,521</b>
RESULT	業績					
Segment result	分類業績	1,159,818	323,223	1,483,041	(14,146)	1,468,895
Finance costs	財務費用					(180,237)
Unallocated expenses	未分配開支					(416,306)
Profit before tax	稅前溢利					<b>872,352</b>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Segment profit represents the profit earned by each segment without allocation of central administration costs, directors' salaries, loss on fair value changes of derivative financial instruments, finance costs and share of results of associates. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

分類溢利指未分配中央行政管理成本、董事薪金、衍生金融工具公平價值變動虧損、財務費用及分佔聯營公司業績的各分類所賺取溢利。此為向主要營運決策者報告以分配資源及評估表現的計算方法。

### Geographical information

The following table sets out information about (i) the Group's revenue from external customers by location of customers and (ii) the Group's non-current assets by location of assets.

### 地區資料

下表載列(i)本集團按客戶所在地區分類的外部客戶收益及(ii)本集團按資產所在地區分類的非流動資產的資料。

		Revenue from external customers		Non-current assets	
		外部客戶收益		非流動資產	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
PRC	中國	<b>15,736,056</b>	17,980,122	<b>14,221,605</b>	10,002,427
South Korea	南韓	<b>912,926</b>	1,076,247	–	–
Hong Kong (country of domicile)	香港 (本籍地)	<b>688,524</b>	584,632	<b>80,455</b>	72,938
Japan	日本	<b>434,056</b>	395,599	–	–
Europe	歐洲	<b>1,540,453</b>	1,277,159	–	–
Others	其他	<b>1,421,403</b>	757,762	–	–
		<b>20,733,418</b>	22,071,521	<b>14,302,060</b>	10,075,365

Notes:

- (i) Regarding revenue arising from sales to external customers in Europe and others, no individual countries are material and hence separate disclosure is not required.
- (ii) Non-current assets exclude available-for-sale investments and deferred tax assets.

附註：

- (i) 就來自歐洲及其他地區外部客戶的銷售收益而言，概無個別國家佔有重大份額，故並無呈列獨立披露資料。
- (ii) 非流動資產不包括可供出售投資及遞延稅項資產。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Outlook

Although Global shipment for smartphone is still growth in 2017 but the PRC shipment for smartphone was decreased in 2017, it lead to the unclear prospect of smartphone related products' revenue of the Group in 2018. As stated in Chairman Statement, it would be very challenging to the Group in 2018. The management has been starting to do some cost down measures and internal reforms since last quarter of 2017. Therefore, the management has confident to face this challenging year and targeted to maintain the Group's profit margins and revenue in 2018.

For the non-smartphone related products of the Group are still growth gradually by double digits, it can help the Group to maintain the profit margin.

As stated in the Chairman's statement, the management would continue to improve the operation of the Huizhou factory and the new established Shanwei fifth generation TFT-LCD factory.

### Proposed Spin-off Update

The management would like to update the Shareholders and investors that the Proposed Spin-off is still under progress in PRC.

The Group has successfully obtained the shareholders' approval by EGM held on 24 November 2017 for the proposed spin-off of Truly Opto-Electronics Limited (Truly Shanwei), a non-wholly owned subsidiary of the Company, and a separate listing of the shares of Truly Shanwei on the Shenzhen Stock Exchange by way of the issuance and offering of 60,000,001 to 80,000,000 new shares of Truly Shanwei (the "Proposed Spin-off") being approved. The management expects this Proposed Spin-off which can be completed within 2018.

Further announcements will be made by the Company as and when appropriate in compliance with the Listing Rules.

## FINANCIAL ANALYSIS

### Results

Results for the year ended 31 December 2017, the Group's audited consolidated revenue amounted to HK\$20.7 billion (2016: HK\$22.1 billion), representing a decrease of 6.1% as compared that of last year.

The Group's gross profit margins and net profit margin attributable to the owners of the Company decreased to 9.8% and 0.3% in 2017 from 9.9% and 2.6% in 2016 respectively.

### 前景

儘管二零一七年全球智能手機出貨量仍有所增長，然而中國智能手機出貨量於二零一七年下跌，導致本集團二零一八年智能手機相關產品之收益前景不明朗。誠如主席報告書所述，二零一八年對本集團而言將挑戰重重。管理層自二零一七年最後一個季度起已開始採取若干削減成本措施及進行內部改革。因此，管理層有信心面對挑戰重重之年，並致力於二零一八年維持本集團利潤率及收益。

本集團非智能手機相關產品仍錄得雙位數逐步增長，有助本集團維持利潤率。

誠如主席報告書所述，管理層將繼續改善惠州廠房及新建成汕尾第五代 TFT-LCD 廠房之營運。

### 建議分拆進展

管理層謹此向股東及投資者提供最新資料，建議分拆仍在中國進行當中。

本集團於二零一七年十一月二十四日舉行之股東特別大會成功取得股東之批准，批准建議將本公司之非全資附屬公司信利光電股份有限公司（「信利汕尾」）分拆，並以發行及發售 60,000,001 股至 80,000,000 股信利汕尾新股份之方式，將信利汕尾之股份於深圳證券交易所獨立上市（「建議分拆」）。管理層預期建議分拆可於二零一八年內完成。

本公司將於適當時候根據上市規則刊發進一步公告。

### 財務分析

#### 業績

就截至二零一七年十二月三十一日止年度之業績，本集團之經審核綜合收益為 207 億港元（二零一六年：221 億港元），較去年下跌 6.1%。

本集團之毛利率及本公司擁有人應佔純利率分別由二零一六年之 9.9% 及 2.6% 下跌至二零一七年之 9.8% 及 0.3%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

EBITDA was decreased to HK\$1,623 million (2016: HK\$1,981 million) by 18.1%; profits attributable to owners of the Company was decreased to HK\$63 million (2016: HK\$582 million) by 89.2%; and basic earnings per ordinary share was decreased to 2.13 HK cents (2016: 20.02 HK cents) by 89.4%.

### Finance Costs

Finance costs were significantly increased by approximately 79.3% from HK\$180.2 million in 2016 to HK\$323.1 million in 2017. It is mainly because the Group has utilized the remaining HK\$2.2 billion in January 2017 among of the granted 48 months HK\$4.5 billion bank term loans for building the Shanwei fifth generation TFT-LCD production line. The gross debts of the group has been increased accordingly from HK\$8.1 billion as at 31 December 2016 to HK\$9.4 billion as at 31 December 2017 by 16.1%.

### Share of Results of Associates

Share of loss from associates for the year ended 31 December 2017 by the Group was slightly increased to HK\$372 million when compared with last year (2016: HK\$368 million) because the major associate, Truly (Huizhou) Smart Display Limited\* (信利(惠州)智能顯示有限公司) ("Truly Huizhou"), of the Group still incurred significant operating loss for whole year operation in 2017 as expected by the management since Truly Huizhou started mass production in late 2016. Besides, the equity interest in Truly Huizhou by the Group has been increased to 59.7039% from 53% on 5 May 2017 pursuant to the relevant capital increase agreement.

The operating loss of Truly Huizhou for the year ended 31 December 2017 was approximately HK\$668 million (2016: approximately HK\$696 million) under HKFRS and after adjustments to follow the Group accounting policies. It's operating results was gradually improved since the second quarter of 2017.

### Income Tax Expenses

Pursuant to the relevant law and regulations in the PRC, two of the Company's PRC major subsidiaries were continuously approved as Hi-Tech Enterprise and entitled to 15% PRC enterprise income tax for three years from 2015 to 2017. Accordingly, PRC Enterprise Income Tax is provided at 15% for the year ended 31 December 2017.

稅息折舊及攤銷前利潤下跌18.1%至16.23億港元(二零一六年:19.81億港元);本公司擁有人應佔溢利減少89.2%至0.63億港元(二零一六年:5.82億港元);及每股普通股基本盈利減少89.4%至2.13港仙(二零一六年:20.02港仙)。

### 財務費用

財務費用由二零一六年之1.802億港元大幅增加約79.3%至二零一七年之3.231億港元,主要由於本集團於二零一七年一月就建立汕尾第五代TFT-LCD生產線動用所獲授為數45億港元之為期48個月銀行定期貸款當中餘下22億港元。因此,本集團之債務總額由二零一六年十二月三十一日之81億港元大幅增加16.1%至二零一七年十二月三十一日之94億港元。

### 分佔聯營公司業績

截至二零一七年十二月三十一日止年度,本集團分佔聯營公司虧損較去年輕微增加至3.72億港元(二零一六年:3.68億港元),原因為本集團之主要聯營公司信利(惠州)智能顯示有限公司(「信利惠州」)自二零一六年底開始量產後,一如管理層預期於二零一七年全年營運產生重大經營虧損。此外,於二零一七年五月五日,根據有關增資協議,本集團於信利惠州之股權由53%增加至59.7039%。

根據香港財務報告準則並就遵循本集團會計政策作出調整後,信利惠州於截至二零一七年十二月三十一日止年度之經營虧損約為6.68億港元(二零一六年:約6.96億港元)。其經營業績自二零一七年第二季度起逐步有所改善。

### 所得稅開支

根據中國相關法律及法規,本公司兩間中國主要附屬公司繼續獲批准為高新技術企業,由二零一五年至二零一七年三年間可享15%之中國企業所得稅率。因此,截至二零一七年十二月三十一日止年度中國企業所得稅按15%之稅率作出撥備。

### Significant Investments, Acquisitions, Assets and Liabilities

#### Update on investment in a major associate — Truly (Huizhou) Smart Display Limited\* (信利(惠州)智能顯示有限公司) (“Truly Huizhou”)

On 5 May 2017, the Group has further invested RMB410,000,000 by way of capitalizing an equivalent amount of debt owed by the associate to the Group pursuant to the relevant capital increase agreement. Upon such capital increase, the associate will be held as to 59.7039% by the Group, which has been increased by 6.7039% from 53%. For detail, please refer to the announcement of the Company, Discloseable Transaction Capital Increase Agreement, dated 5 May 2017.

Truly Huizhou has operated for more than a year since starting mass production of TFT-LCD panels and AMOLED panels in second half of 2016. The associate has still incurred significant operating loss in 2017 as expected by the management, which 53% and 59.7039% loss shared by the Group for the periods from January to April 2017 and from May to December 2017 respectively; and affected the Group's results accordingly. The management expected that the associate may still incur operating loss in 2018, but it would be reduced very significantly.

For the bank loans obtained by the associate with the guarantee provided by the Group in November 2015 with the maximum loans limit RMB2,180 million plus USD120 million, the associate has started to repay by semi-annually instalments in November 2017. As at 31 December 2017, the associate has the outstanding loan amount of approximately RMB1,981 million plus approximately USD99 million. No remaining balance of the bank loans amount under this guarantee could be withdrawn as at 31 December 2017.

Besides, there is a short term loan with the amount of RMB360 million as at 31 December 2017 by the Group to the associate.

#### Update on the Shanwei 5th generation TFT-LCD Production Line progress

The construction work of the 5th generation TFT-LCD production line factory has been completed in the fourth quarter of 2017. It was started trial production period in January 2018 and expect the mass production starting in the second half of 2018.

### 重大投資、收購、資產及負債

#### 有關投資於一間主要聯營公司 — 信利(惠州)智能顯示有限公司(「信利惠州」)之最新資料

於二零一七年五月五日，本集團進一步投資人民幣410,000,000元，方式為根據有關增資協議將相等於聯營公司結欠本集團債務之金額撥充資本。於此次增資後，聯營公司將由本集團持有59.7039%權益，即由53%增加6.7039%。詳情請參閱本公司日期為二零一七年五月五日之公告「須予披露交易增資協議」。

信利惠州自二零一六年下半年開始大量生產TFT-LCD顯示屏及AMOLED顯示屏以來已營運超過一年。誠如管理層預期，該聯營公司於二零一七年仍產生重大經營虧損，而本集團於二零一七年一月至四月及二零一七年五月至十二月期間分別佔53%及59.7039%虧損，因此影響本集團業績。管理層預期該聯營公司於二零一八年可能仍會產生經營虧損，惟有關虧損將會大幅減少。

就該聯營公司於二零一五年十一月取得之銀行貸款(由本集團提供擔保，最高貸款限額為人民幣21.80億元另加1.20億美元)而言，該聯營公司已於二零一七年十一月開始按每半年分期償還。於二零一七年十二月三十一日，該聯營公司有未償還貸款金額約人民幣19.81億元另加約0.99億美元。於二零一七年十二月三十一日，該擔保項下概無銀行貸款結餘金額可供提取。

此外，本集團於二零一七年十二月三十一日向該聯營公司借出短期貸款人民幣3.60億元。

#### 汕尾第五代TFT-LCD生產線之最新進展

第五代TFT-LCD生產線廠房之建築工程已於二零一七年第四季度竣工，並於二零一八年一月進入試產期，預期將於二零一八年下半年開始量產。

### Litigation in relation to Investment in Leshi Zhixin

On 14 February 2017, Truly Electronics Manufacturing Limited (信利電子有限公司), a company incorporated in the PRC and an indirectly wholly-owned subsidiary of the Company, entered into the Investment Agreement, pursuant to which Truly Electronics Manufacturing Limited conditionally agreed to acquire in aggregate of 2.3438% equity interest in Leshi Zhixin Electronic Technology (Tianjin) Limited\* (樂視致新電子科技(天津)有限公司) ("Leshi Zhixin") immediately upon completion of the Investment at a consideration of RMB720,000,000. For detail of it, please refer to the announcement of the Company, Discloseable Transaction In Relation To Investment In Leshi Zhixin, dated 14 February 2017.

Pursuant to the Investment Agreement, the consideration for the Investment shall be payable by Truly Electronics in three equal instalments before 30 April 2017. On 2 March 2017, the Group has paid the first instalment of the consideration in the amount of RMB240 million.

As the Company's management considers that a condition of the Investment Agreement has been breached by Leshi Zhixin and/or Leshi Holding, Truly Electronics suspended the payment of the remaining two instalments of the consideration in the amount of RMB480 million and terminated the Investment Agreement on 1 July 2017.

On 29 August 2017, the Company received the acknowledgement dated 28 August 2017 from the relevant court in the PRC in respect of the civil complaint filed by Truly Electronics Manufacturing Limited in relation to a dispute relating to the transaction in relation to investment in Leshi Zhixin. For detail, please refer to the announcement of the Company, Litigation In Relation To a Discloseable Transaction regarding the Investment in Leshi Zhixin, dated 29 August 2017.

The Group is still waiting for the court to schedule the first hearing date for this civil complaint. The management believes that the Group has legal and factual grounds to obtain the court to support the civil complaint filed by the Group as advised by the lawyer. Therefore, the management thinks that RMB240 million first instalment paid can be recovered and the Group has not made any provision for the amount of RMB240 million prepaid for the investment as at 31 December 2017.

### 與於樂視致新之投資有關之訴訟

於二零一七年二月十四日，於中國註冊成立之本公司間接全資附屬公司信利電子有限公司訂立投資協議，據此，信利電子有限公司有條件同意於投資完成時即時以代價人民幣720,000,000元收購樂視致新電子科技(天津)有限公司(「樂視致新」)合共2.3438%股權。詳情請參閱本公司日期為二零一七年二月十四日之公告「須予披露交易有關於樂視致新的投資」。

根據投資協議，信利電子須於二零一七年四月三十日前分三筆等額款項支付投資代價。於二零一七年三月二日，本集團已支付首期代價人民幣2.40億元。

由於本公司管理層認為樂視致新及／或樂視控股已違反投資協議之條件，故信利電子暫停支付餘下兩期代價人民幣4.80億元，並於二零一七年七月一日終止投資協議。

於二零一七年八月二十九日，本公司接獲中國有關法院就信利電子有限公司所提交與投資樂視致新之交易所涉及糾紛有關之民事起訴發出日期為二零一七年八月二十八日之受理案件通知書。詳情請參閱本公司日期為二零一七年八月二十九日之公告「訴訟有關投資樂視致新之須予披露交易」。

本集團仍在等候法院就是項民事起訴安排進行首次聆訊之日期。誠如律師告知，管理層相信本集團具備法律及事實理據取得法院支持本集團所提交民事起訴。因此，管理層認為有望收回已付首期款項人民幣2.40億元，故本集團並無就於二零一七年十二月三十一日之投資所涉及預付款項人民幣2.40億元計提任何撥備。

### **Termination of Formation of a joint venture company in Shucheng County**

On 14 March 2017, Truly Electronics Manufacturing Limited (信利電子有限公司), a company incorporated in the PRC and an indirectly wholly-owned subsidiary of the Company, entered into the MOU in relation to the formation of the JV Company in Shucheng County, Lu'an City, An Hui Province, the PRC and the Ancillary Agreements to set out more specific details of the obligations of relevant parties in connection with the MOU. For detail of it, please refer to the announcement of the Company, Major Transaction Formation of a Joint Venture Company, dated 14 March 2017.

Given certain conditions under the MOU and the Ancillary Agreements are not fulfilled, the Company and the relevant parties to the MOU and the Ancillary Agreements will not proceed with the transactions contemplated under the MOU and the Ancillary Agreements, respectively. For detail of this termination, please refer of the announcement, Termination of Major Transaction Relating to the Formation of a Joint Venture Company, dated 16 June 2017.

### **Update on investment in Truly (Renshou) High-end Display Technology Limited\* (信利(仁壽)高端顯示科技有限公司) (“Truly Renzhou”)**

On 16 June 2017, Truly Electronics Manufacturing Limited (信利電子有限公司), a company incorporated in the PRC and an indirectly wholly-owned subsidiary of the Company, entered into the agreement in relation to the formation of the associate in Renshou County, Meishan City, Sichuan Province, the PRC as the project company for the fifth generation of TFT-LCD production. The Group will contribute RMB500 million for 7.1429% equity interest in the associate. For detail of it, please refer to the announcement of the Company, Discloseable Transaction Formation of a Joint Venture Company, dated 16 June 2017.

On 8 September 2017, the approval has been obtained from the relevant government authority for the establishment of the TFT-LCD associate, namely, Truly (Renshou) High-end Display Technology Limited\* (信利(仁壽)高端顯示科技有限公司). For detail of it, please refer to the announcement of the Company, Update on Discloseable Transaction Formation of a Joint Venture Company, dated 8 September 2017.

The Group has contributed RMB500 million by cash to Truly Renzhou during the year.

Truly Renzhou has started to prepare the building of the fifth generation of TFT-LCD factory in Renshou. The construction work of the factory would be completed in late 2019 or early 2020 by the management's estimation.

### **終止於舒城縣成立合資公司**

於二零一七年三月十四日，於中國註冊成立之本公司間接全資附屬公司信利電子有限公司訂立備忘錄，內容有關於中國安徽省六安市舒城縣成立合資公司，並訂立附屬協議，列明有關訂約方就備忘錄之更具體義務詳情。詳情請參閱本公司日期為二零一七年三月十四日之公告「主要交易成立合資公司」。

鑑於備忘錄及附屬協議項下若干條件未獲達成，本公司與備忘錄及附屬協議之有關訂約方將不會進行備忘錄及附屬協議各自項下擬進行交易。有關是項終止之詳情，請參閱本公司日期為二零一七年六月十六日之公告「有關成立合資公司的主要交易終止」。

### **有關投資於信利(仁壽)高端顯示科技有限公司(「信利仁壽」)之最新資料**

於二零一七年六月十六日，於中國註冊成立之本公司間接全資附屬公司信利電子有限公司訂立協議，內容有關於中國四川省眉山市仁壽縣成立聯營公司，作為生產第五代TFT-LCD之項目公司。本集團將就於聯營公司之7.1429%股權注資人民幣5億元。詳情請參閱本公司日期為二零一七年六月十六日之公告「須予披露交易成立合資公司」。

於二零一七年九月八日，已就成立TFT-LCD聯營公司(即信利(仁壽)高端顯示科技有限公司)取得相關政府機關之批准。詳情請參閱本公司日期為二零一七年九月八日之公告「須予披露交易之最新消息成立合資公司」。

年內，本集團已以現金向信利仁壽注資人民幣5億元。

信利仁壽已開始籌備於仁壽縣興建第五代TFT-LCD廠房。據管理層估計，廠房之建築工程將於二零一九年底或二零二零年初竣工。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As the Group has significant influence to Truly Renshou, the investment in Truly Renshou is treated as investment in associates. Thus, the results and assets and liabilities of Truly Renshou is incorporated in the Group's consolidated financial statements using equity method of accounting.

### Update on Major Transaction Formation of the AMOLED JV Company

On 14 July 2017, Truly Electronics Manufacturing Limited (信利電子有限公司), a company incorporated in the PRC and an indirectly wholly-owned subsidiary of the Company, entered into the AMOLED JV agreement in relation to the formation of the AMOLED JV Company in Renshou County, Meishan City, Sichuan Province, the PRC as the project company for the AMOLED Project. The total investment of the AMOLED JV Company will be RMB27,900 million and production facilities for the sixth generation of AMOLED will be established. The Group will contribute RMB2,000 million for 13.3% equity interest. For detail of it, please refer to the announcement of the Company, Major Transaction Formation of a Joint Venture Company, dated 14 July 2017.

As additional time is required for preparing and finalizing certain information to be included in the Circular, it is expected that the dispatch of the Circular will be delayed to a date on or before 31 March 2018. For detail of it, please refer to the announcement of the Company, Further Delay in Despatch of Circular in Relation to A Major Transaction for the Formation of the AMOLED JV Company, dated 31 January 2018.

During 2017, the Group acquired plant and machinery amounting to approximately HK\$3,058 million and furniture, fixture and equipment amounting to approximately HK\$214 million for the purpose of enhancing its manufacturing capacity and production automation in the China factory campus.

Total assets were increased by approximately 15.6% to approximately HK\$26,939 million which comprised approximately HK\$12,568 million of current assets, approximately HK\$11,890 million of property, plant and equipment and approximately HK\$2,481 million of other non-current assets. Total liabilities were approximately HK\$18,491 million, of which approximately HK\$13,461 million were current liabilities and approximately HK\$5,030 million were non-current liabilities.

由於本集團對信利仁壽具重大影響力，於信利仁壽之投資被視為於聯營公司之投資。因此，信利仁壽之業績及資產與負債會採用權益會計法計入本集團之綜合財務報表。

### 有關成立 AMOLED 合資公司之主要交易

於二零一七年七月十四日，於中國註冊成立之本公司間接全資附屬公司信利電子有限公司訂立 AMOLED 合資協議，內容有關於中國四川省眉山市仁壽縣成立 AMOLED 合資公司，作為 AMOLED 項目之項目公司。AMOLED 合資公司之投資總額將為人民幣 279 億元，第六代 AMOLED 生產設施將會建成。本集團將就 13.3% 股權注資人民幣 20 億元。詳情請參閱本公司日期為二零一七年七月十四日之公告「主要交易成立 AMOLED 合資公司」。

由於需要更多時間編製及落實將載入通函內之若干資料，預期通函將延至二零一八年三月三十一日或之前寄發。詳情請參閱本公司日期為二零一八年一月三十一日之公告「進一步延遲寄發通函有關主要交易關於成立 AMOLED 合資公司」。

於二零一七年，本集團為提升其於中國生產基地之產能及自動化生產，購入價值約 30.58 億港元之廠房及機器以及價值約 2.14 億港元之傢俬、裝置及設備。

總資產增加約 15.6% 至約 269.39 億港元，當中包括約 125.68 億港元之流動資產、約 118.90 億港元之物業、廠房及設備以及約 24.81 億港元之其他非流動資產。總負債約為 184.91 億港元，當中包括約 134.61 億港元之流動負債及約 50.30 億港元之非流動負債。

### Breaching of Certain Bank and Other Borrowings Agreements

As the Company has occurred breaching a financial covenant of certain bank and other borrowing agreements of the Group in relation to a net debts ratio of the Group as at 30 June 2017, the relevant non-current portion bank and other borrowings have been classified in current liabilities for the Company's condensed consolidated statement of financial position as at 30 June 2017 according to the Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards. Therefore, the amount of approximately HK\$4,870 million of non-current portion of bank and other borrowings as at 30 June 2017 has been classified to bank and other borrowings under current liabilities in the Company's condensed consolidated statement of financial position as at 30 June 2017. The Group has submitted the waivers requests to the relevant lenders and obtained the waivers approval before 30 August 2017 for a financial covenant being breached.

The major reason for triggering the breaching of certain financial covenants was the one-off full provision for bad and doubtful debt of customer, Lemobile Information Technology (Beijing) Co., Ltd. (樂視移動智能信息技術(北京)有限公司) — approximately HK\$414 million after net of the credit insurance compensation being received. It affected the results for the period of six months ended 30 June 2017 and the year ended 31 December 2017; and the Consolidated Tangible Net Worth of the Group as at 30 June 2017 and 31 December 2017. The Group has taken legal action against Lemobile for its overdue trade debts in the PRC in 2017. The Group is still waiting for the court to schedule the first hearing date for the civil compliant.

The management has enhanced the credit control and more frequent reviews on the credit period and credit limit granted to new customers and existing customers. Besides, the Group would also strengthen the co-operation with the credit insurance companies and banks for protecting the Company's assets and reducing the relevant risks. The management would continue to seek other measures to improve the Group's financial ratios thereafter.

After the equity funds raising in September 2017 and October 2017 with the net proceeds amount approximately HK\$427 million, the total equity of the Group has been improved and the Group's working capital has been improved also in 2017.

### 違反若干銀行及其他借款協議

由於本公司因本集團於二零一七年六月三十日之債務淨額比率而違反若干銀行及其他借款協議之財務契諾，有關銀行及其他借款之非即期部份已根據香港會計準則及香港財務報告準則於二零一七年六月三十日之本公司簡明綜合財務狀況表分類為流動負債。因此，於二零一七年六月三十日之銀行及其他借款之非即期部份約48.70億港元已於二零一七年六月三十日之本公司簡明綜合財務狀況表分類為流動負債項下之銀行及其他借款。本集團已就違反財務契諾向有關貸款人提交豁免請求，並於二零一七年八月三十日前獲得豁免批准。

觸發違反若干財務契諾之主要原因是就客戶樂視移動智能信息技術(北京)有限公司一次性全額計提呆壞賬撥備約4.14億港元(扣除已收信用保險賠償)，影響本集團截至二零一七年六月三十日止六個月期間及截至二零一七年十二月三十一日止年度之業績；及於二零一七年六月三十日及二零一七年十二月三十一日之綜合有形資產淨值。本集團已就樂視移動之逾期欠債於二零一七年在中國向樂視移動採取法律行動。本集團仍等待法院就此宗民事起訴排期進行首次聆訊。

管理層已加強對新客戶及現有客戶之信用監控，並更頻密檢討授予彼等之信貸期及信貸上限。此外，本集團亦會加強與信用保險公司及銀行合作，保障本公司資產及降低相關風險。管理層將繼續尋求其他措施以改善本集團日後之財務比率。

於二零一七年九月及二零一七年十月進行股權集資後之所得款項淨額約為4.27億港元，於二零一七年，本集團之權益總額得以提升，且本集團營運資金亦有所增加。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 31 December 2017, the Group has complied with the financial covenants of banks and other borrowing agreements of the Group. Therefore, no non-current portion of bank and other borrowings have been classified in current liabilities for the Company's consolidated statement of financial position as at 31 December 2017.

### Equity Funds Raising by Private Placement and Shares Subscription

The Company has placed 160 million ordinary shares by the placing agents to not less than six Placees and allotted 53.33 million ordinary shares to the Chairman as the controlling shareholder in aggregate of net proceed of approximately HK\$427 million in September and October 2017 respectively. All the net proceeds have been utilized to supplement the general working capital of the Group and enhanced to the Group's equity capital. For detail of them, please refer to the announcements of the Company, Completion of Placing of New Shares under General Mandate and Completion of Connected Transaction in Relation to Subscription of New Shares under Specific Mandate, dated 20 September 2017 and 26 October 2017 respectively.

### Liquidity and Financial Resources

As at 31 December 2017, the outstanding bank and other borrowings and bonds payable, net of restricted bank deposits, cash and bank balances, were approximately HK\$5,756 million (2016: approximately HK\$5,516 million). It was increased by approximately 4.4% when compared to these net borrowings as at 31 December 2016. These borrowing bear interest at prevailing market rate and their maturity profiles are shown in the financial statements. For non-current portion of these borrowings were matured within 5 years.

For financing the Shanwei 5th generation TFT-LCD production line, the Group has successfully obtained the HK\$4.5 billion bank 4 years term loan facility in June 2016. As at 31 December 2017, the Group has fully utilized HK\$4.5 billion bank 4 years term loan facility after the remaining HK\$2.2 billion loan has been withdrawn in January 2017.

於二零一七年十二月三十一日，本集團已遵守該等本集團銀行及其他借款協議之財務契諾。因此，沒有銀行及其他借款之非即期部份於二零一七年十二月三十一日之本公司綜合財務狀況表分類為流動負債。

### 透過私人配售及股份認購進行股權集資

本公司先後於二零一七年九月及十月透過配售代理向不少於六名承配人配售 160,000,000 股普通股及向身為控股股東之主席配發 53,330,000 股普通股，共計所得款項淨額約為 4.27 億港元。所得款項淨額已全數用於補充本集團之一般營運資金及提升本集團之股本。詳情請參閱本公司日期為二零一七年九月二十日之公告「完成根據一般授權配售新股份」及日期為二零一七年十月二十六日之公告「完成有關根據特別授權認購新股份之關連交易」。

### 流動資金及財務資源

於二零一七年十二月三十一日，未償還銀行及其他借款以及應付債券（經扣除受限制銀行存款、現金及銀行結存）較二零一六年十二月三十一日之該等借款淨額增加約 4.4% 至約 57.56 億港元（二零一六年：約 55.16 億港元）。此等借款乃根據現行市場息率計息，其到期狀況載於財務報表內。此等借款之非即期部份於五年內到期。

為撥付汕尾第五代 TFT-LCD 生產線資金，本集團已於二零一六年六月成功取得為期 4 年金額為 45 億港元之定期貸款信貸。於二零一七年十二月三十一日，本集團於二零一七年一月提取貸款餘額 22 億港元後，已悉數動用為期 4 年金額為 45 億港元之定期貸款信貸。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

A PRC subsidiary, 信利光電股份有限公司 (“Truly Shanwei”), of the Company has issued the first tranche of domestic corporate bonds on the Shenzhen Stock Exchange on 28 July 2016 with the amount of RMB750 million to replenish its working capital. The Company will announce details of the issue of subsequent tranche(s) (if any) of the Domestic Bonds (remaining maximum amount not exceeding RMB500,000,000) as and when appropriate. For details of the relevant domestic corporate bonds issuing, please refer to the announcements of the Company dated 25 July 2016 and 28 July 2016.

As at 31 December 2017, the Group had net current liabilities of approximately HK\$893 million (as at 31 December 2016, net current assets of approximately HK\$1,528 million) and its current ratio decreased to 0.93 times as at 31 December 2017 from 1.13 times as at 31 December 2016. The major reasons for the Group's change from net current assets position as at 31 December 2016 to net current liabilities position as at 31 December 2017 are (i) few significant long term investments were made and paid in 2017; (ii) significant provision for bad and doubtful debt for Lemobile (HK\$414 million net of credit insurance compensation); and (iii) relying on short term financing for few new long term investments in 2017 after breaching of certain bank and other borrowing agreement during 2017. It led to the Group's net current liabilities position at the end of 2017. The management would try their best to make more long-term loans refinancing and other measures to improve the net current liabilities position in 2018.

As at 31 December 2017, the Group has restricted bank deposits, cash and bank balances approximately HK\$3,596 million together with adequate unutilized banking facilities. The Group's working capital is mainly financed by internal cash flow generate from its operation and banking facilities granted by financial institutions. The gearing ratio based on total interest bearing debts, net of restricted bank deposits, cash and bank balances was approximately 73%, which has decreased from 82% at 31 December 2016.

### Material Acquisitions and Disposals

Save as disclosed above, the Group had no material acquisitions or disposal of subsidiaries and associated companies for the year ended 31 December 2017.

本公司中國附屬公司信利光電股份有限公司已於二零一六年七月二十八日於深圳證券交易所成功發行金額為人民幣7.50億元之第一批境內公司債券，以補充營運資金。本公司將在適當時候公佈發行境內債券後續期次(如有)(最高餘額不得超過人民幣500,000,000元)之詳情。有關境內公司債券之詳情，請參閱本公司日期為二零一六年七月二十五日及二零一六年七月二十八日之公告。

於二零一七年十二月三十一日，本集團之流動負債淨值約8.93億港元(於二零一六年十二月三十一日：流動資產淨值約15.28億港元)，其流動比率由二零一六年十二月三十一日之1.13倍下跌至二零一七年十二月三十一日之0.93倍。本集團由二零一六年十二月三十一日之流動資產淨值狀況變為二零一七年十二月三十一日之流動負債淨值狀況，乃主要由於(i)若干重大長期投資於二零一七年作出及支付；(ii)就樂視移動計提重大呆壞賬撥備(經扣減信用保險賠償4.14億港元)；及(iii)於二零一七年違反若干銀行及其他借款協議之財務契諾後依賴短期融資撥付二零一七年作出之若干長期投資。此情況導致本集團於二零一七年未錄得流動負債淨值狀況。於二零一八年，管理層將竭力作出更多長期貸款再融資，以及採取其他措施改善流動負債淨值狀況。

於二零一七年十二月三十一日，本集團受限制銀行存款、現金及銀行結存約35.96億港元，及充足之尚未運用銀行備用額。本集團營運資金主要以其營運所產生內部現金流量及金融機構授出之銀行備用額撥付。資本負債比率按計息債務總額(經扣除受限制銀行存款、現金及銀行結存)計算約為73%，較二零一六年十二月三十一日之82%有所減少。

### 重大收購及出售

除上文披露者外，截至二零一七年十二月三十一日止年度，本集團概無重大收購或重大出售附屬公司及聯營公司。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### General

The state of the Group's current order books is strong.

Additions to fixed assets mainly in construction in progress, furniture, fixture and equipment and plant and machinery were approximately HK\$4,099 million. As at 31 December 2017, the Group had no pledge or mortgage on its fixed assets.

Around 21,000 workers and staff are currently employed in our Shan Wei factory in China and around 100 personnel in the Group's Hong Kong office. Total staff costs for 2017 were approximately HK\$1,897 million.

### Capital Commitments

Capital expenditure commitment of around HK\$457 million in respect of acquisition of property, plant and equipment was contracted for but not provided as at 31 December 2017.

### Contingent Liabilities

At the balance sheet date, a subsidiary of the Company is a defendant in a legal action in Italy involving the alleged defective goods manufactured by the subsidiary according to its customers' designs and specifications. The claim above against the subsidiary is approximately Euro 7.2 million (equivalent to approximately HK\$68 million) in aggregate. The directors believe, based on legal advice, that the case has legal and factual grounds to defend and therefore it is not probable that losses (including claims for costs) will be incurred. As a result, no provision has been made at the end of the reporting period in this regard.

In addition, at 31 December 2017, the Group has given corporate guarantee for bank borrowings granted to the associate (Truly (Huizhou) Smart Display Limited (信利(惠州)智能顯示有限公司)) with the borrowing limit at approximately HK\$3.55 billion and the bank loans with the amount of approximately HK\$3.15 billion were withdrawn by the associate.

Furthermore, at 31 December 2017, the other shareholder of the associate provided corporate guarantee to the above bank borrowings in proportion to its respective ownership interest amounting to approximately HK\$836 million (2016: HK\$921 million). A counter-indemnity in favour of the other shareholder is executed pursuant to which the Group undertakes to indemnify the other shareholder approximately 23.5% (2016: 27.4%) of the liabilities arising from the bank borrowings.

### 一般事項

本集團現時之訂單狀況穩建。

固定資產添置(以在建工程、傢俬、裝置及設備以及廠房及機器為主)約為40.99億港元。於二零一七年十二月三十一日,本集團並無將其固定資產質押或抵押。

現時約有21,000名工人及僱員受聘於本集團位於國內汕尾之工廠,以及大約100名員工受聘於本集團香港辦事處。二零一七年員工總成本約為18.97億港元。

### 資本承擔

約4.57億港元之資本支出承擔會用作購置物業、廠房及設備,於二零一七年十二月三十一日有關購置已訂約但未撥備。

### 或然負債

於結算日,本公司一間附屬公司於意大利一宗被指涉及該附屬公司按其客戶之設計及規格製造有缺陷貨品之法律訴訟中作為辯方。上述針對該附屬公司之申索合共約為7,200,000歐元(相等於約68,000,000港元)。董事根據法律意見相信,該案件有法律及事實理據進行抗辯,因此,案件將不大可能產生虧損(包括費用申索)。故此,於報告期末並未就此作出撥備。

此外,於二零一七年十二月三十一日,本集團就授予聯營公司信利(惠州)智能顯示有限公司之銀行借款作出公司擔保,借款上限為約35.5億港元,而聯營公司已提取銀行貸款為數約31.5億港元。

另外,於二零一七年十二月三十一日,聯營公司之其他股東按其相應擁有權權益比例就上述銀行借款提供公司擔保約8.36億港元(二零一六年:9.21億港元)。本集團以其他股東為受益人簽立反彌償保證,據此本集團承諾向該其他股東彌償銀行借款所產生債務約23.5%(二零一六年:27.4%)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The directors assess the risk of default of the associate at the end of reporting period and consider the risk to be insignificant and it is less likely that any guaranteed amount will be claimed by the counterparties.

Exposure to fluctuations in exchange rates will be considered to hedge, if any.

### OTHER INFORMATION

#### Dividends

The directors do not propose the payment of final dividend (2016: 2 HK cents per share) for the year ended 31 December 2017 because the profit attributable to the owners of the Company for the year ended 31 December 2017 has been dropped to approximately HK\$63 million and the interim dividend of approximately HK\$29 million has been declared in May 2017. The Group maintains the dividend payout ratio not more than 50%.

The interim dividend of 1 HK cent per share (2016: 7 HK cents) were paid on 5 September 2017 to shareholders on the register of member of the Company at the close of business on 15 June 2017 based on 2,907,099,398 ordinary shares in issue.

The total dividend payout ratio for the year was about 46.9%.

#### Closure of Register of Members

For determining the entitlement to attend and vote at the 2018 Annual General Meeting, the Register of Members will be closed from Monday, 28 May 2018 to Wednesday, 30 May 2018, during the period no transfer of shares can be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 May 2018.

董事於報告期末評估聯營公司之違約風險，認為有關風險並不重大，而交易對方申索任何擔保金額之可能性不大。

如有匯率波動風險，則會考慮進行對沖。

### 其他資料

#### 股息

董事不建議就截至二零一七年十二月三十一日止年度派付末期股息(二零一六年：每股2港仙)，原因為本公司擁有人應佔截至二零一七年十二月三十一日止年度之溢利下跌至約0.63億港元，而中期股息約0.29億港元已於二零一七年五月宣派。本集團維持派息比率不超過50%。

本公司亦按已發行2,907,099,398股普通股計算，向於二零一七年六月十五日營業時間結束時名列本公司股東名冊之股東於二零一七年九月五日派付中期股息每股1港仙(二零一六年：7港仙)。

年內之總派息比率約為46.9%。

#### 暫停辦理股份過戶登記手續

為釐定出席二零一八年度股東週年大會並於會上投票之資格，本公司將由二零一八年五月二十八日(星期一)至二零一八年五月三十日(星期三)期間暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票，須於二零一八年五月二十五日(星期五)下午四時三十分前，送達本公司股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記手續。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Customers and suppliers

In the year under review, sales to the five largest customers accounted for approximately 59% of the total sales of the Group and purchases from the five largest suppliers accounted for approximately 22% of the total purchases of the Group.

For the year ended 31 December 2017, our largest customer accounted for approximately 31% of the total sales of the Group.

For the year ended 31 December 2017, our largest supplier accounted for approximately 6% of the total purchases of the Group.

As at 31 December 2017, none of the directors, their associates, or any shareholders which to the knowledge of the directors owned more than 5% of the Company's issued share capital had any beneficial interests in the Group's five largest customers and/or five largest suppliers mentioned in the preceding paragraph.

### DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and senior management of the Group are set out as follows:

Mr. Lam Wai Wah, aged 65, is the Chairman and Managing Director of the Company. He is the founder of the Group and has over 40 years of experience in the electronics industry. He is primarily responsible for the formulation of the Group's overall strategic planning and business development.

Mr. Wong Pong Chun, James, aged 59, is an Executive Director of the Company and the Chief Operating Officers of the Group. He is responsible for the Group's operations in respect of internal controls and risk management, investors' relationship and external affairs. He joined the Group in 1987.

Mr. Cheung Tat Sang, aged 62, is an Executive Director of the Company. He is responsible for the sales of the Group's LCD products and other electronic components. Prior to joining the Group in 1989, he had been the sales manager for a number of electronics companies for over 10 years.

Mr. Li Jian Hua, aged 54, is a Non-executive Director of the Company and the Managing Director of a PRC subsidiary of the Company, Truly Opto-Electronics Limited. Mr. Li graduated from the Jilin University of Technology and Engineering Management in 1987 and joined the group in 1989. Prior to joining the Group, he worked in a multinational motor car manufacturer in Guangzhou City, the PRC for almost two years.

### 客戶及供應商

回顧年內，向五大客戶進行之銷售額佔本集團總銷售額約59%及自五大供應商之購貨額佔本集團總購貨額約22%。

截至二零一七年十二月三十一日止年度，本集團最大客戶佔本集團總銷售額約31%。

截至二零一七年十二月三十一日止年度，本集團最大供應商佔本集團總購貨額約6%。

於二零一七年十二月三十一日，概無董事、彼等之聯繫人或任何據董事所知擁有本公司已發行股本超過5%之股東於前段所述本集團五大客戶及／或五大供應商中擁有任何實益權益。

### 董事及高級管理人員

本公司董事及本集團高級管理人員之履歷載列如下：

林偉華先生，現年六十五歲，本公司之主席兼董事總經理。彼為本集團之創辦人，從事電子業超過四十年，主要負責制訂本集團之整體策略規劃及業務發展。

黃邦俊先生，現年五十九歲，本公司之執行董事兼本集團營運總監。彼負責本集團有關內部監控及風險管理方面之業務運作、投資者關係與對外事務。彼於一九八七年加入本集團。

張達生先生，現年六十二歲，本公司之執行董事。彼負責銷售本集團之液晶顯示器產品及其他電子元件。彼於一九八九年加入本集團之前，曾任多間電子公司之營業經理逾十年。

李建華先生，現年五十四歲，本公司之非執行董事兼本公司一間中國附屬公司(信利光電股份有限公司)董事總經理。李先生於一九八七年畢業於吉林工業大學管理學院，後於一九八九年加入本集團。彼於加入本集團之前，曾於中國廣州市一間國際汽車生產商任職近兩年。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Mr. Chung Kam Kwong, aged 60, is an Independent Non-executive Director of the Company and the Chairman of the Group's Audit, Remuneration and Nomination Committees. He is a practising Certified Public Accountant in Hong Kong, fellow member of the Hong Kong Institute of Certified Public Accountants, member of Australian Society of Certified Practising Accountants and a council member of the Macau Society of Certified Practising Accountants. Mr. Chung has extensive experience in accounting and financial management and has been the independent Non-executive Director, management consultant and Company Secretary of a number of listed companies in Hong Kong.

Mr. Ip Cho Ting, Spencer, aged 59, is an Independent Non-executive Director and members of the Group's Audit, Remuneration and Nomination Committees. He is the holder of a Bachelor of Science degree from the University of Wisconsin, Green Bay, U.S.A. Mr. Ip is a Fellow Chartered Financial Practitioner. He is the Senior Financial Planning Consultant of a professional insurance company in Hong Kong. Mr. Ip is also an Accredited Mediator of the Hong Kong International Arbitration Centre.

Mr. Heung Kai Sing, aged 69, is an Independent Non-executive Director and members of the Group's Audit, Remuneration and Nomination Committees. He has experience in textile industry.

Mr. Ma Wai Tong, aged 46, is the Chief Financial Officer and the Company Secretary of the Group and the Company respectively. Mr. Ma joined the Group in January 2011 and had 20 years of auditing, accounting and financing experience including four years with major international accounting firms and over ten years in senior accounting positions in various industries. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma holds a Bachelor's degree in Accountancy and a Master's degree of Professional Accounting from the Hong Kong Polytechnic University.

By order of the Board  
**Lam Wai Wah**  
Chairman

Hong Kong, 23 March 2018

鍾錦光先生，現年六十歲，本公司之獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會主席。彼為香港執業會計師，並為香港會計師公會資深會員、澳洲執業會計師公會會員，亦為澳門執業會計師公會委員會成員。鍾先生於會計及財務管理上擁有豐富經驗，並為香港多間上市公司之獨立非執行董事、管理顧問及公司秘書。

葉祖亭先生，現年五十九歲，獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會之成員。彼持有美國Green Bay威斯康辛大學之理學士學位。葉先生為一名特許財務策劃師，彼為香港一間專業保險公司之高級理財策劃顧問。葉先生亦是香港國際仲裁中心之認許調解員。

香啟誠先生，現年六十九歲，獨立非執行董事，並為本集團審核委員會、薪酬委員會及提名委員會之成員。彼於紡織業擁有豐富經驗。

馬煒堂先生，現年四十六歲，為本集團之財務總監及本公司之公司秘書。馬先生於二零一一年一月加入本集團，彼擁有二十年的審計、會計及財務工作經驗，包括在大型國際會計師事務所任職四年，並曾於不同行業的公司擔任高級會計職務超過十年。彼為香港會計師公會會員。馬先生持有香港理工大學之會計學學士學位及專業會計碩士學位。

承董事會命  
主席  
林偉華

香港，二零一八年三月二十三日

The directors present their annual report and the audited financial statements for the year ended 31 December 2017.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of liquid crystal display products including touch panel products and electronic consumer products including compact camera module, fingerprint identification modules, personal health care products and electrical devices.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on page 53.

Interim dividends in aggregate of 1 HK cent per share, amounting to approximately HK\$29,071,000, was paid to the shareholders during the year.

The directors do not propose the payment of the final dividend for the year ended 31 December 2017.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired plant and machinery amounting to HK\$3,057,645,000 and furniture, fixtures and equipment amounting to HK\$214,242,000 for the purpose of expanding its manufacturing capacity in Shan Wei City, Guangdong Province in the People's Republic of China.

Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements during the year in the issued share capital of the Company are set out in note 33 to the consolidated financial statements.

董事會提呈截至二零一七年十二月三十一日止年度之年報及經審核財務報表。

### 主要業務

本公司乃投資控股公司，其附屬公司之主要業務為製造及銷售液晶顯示器產品（包括觸控屏產品）及電子消費產品，包括微型相機模組、指紋識別模組、個人保健產品及電子設備。

### 業績及溢利分配

截至二零一七年十二月三十一日止年度的本集團業績載列於第53頁的綜合損益及其他全面收益表內。

本公司已於年內支付股東中期股息每股共1港仙，合共約29,071,000港元。

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息。

### 物業、廠房及設備

年內，本集團就擴充其位於中華人民共和國廣東省汕尾市之產能而添置總值為3,057,645,000港元之廠房及機器，以及總值為214,242,000港元之傢俬、裝置及設備。

本集團之物業、廠房及設備於年內之上述及其他變動詳情載於綜合財務報表附註17。

### 股本

本公司之已發行股本於年內之變動詳情載於綜合財務報表附註33。

## DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2017 were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Share premium	股份溢價	1,200,575	777,925
Special reserve	特別儲備	17,410	17,410
Retained profits	保留溢利	148,052	121,528
		<b>1,366,037</b>	916,863

Under the applicable laws of the Cayman Islands, the share premium of the Company is available for distributions or paying dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediate following the distribution or paying dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

The special reserve of the Company represents the difference between the net book values of the underlying assets of the Company's subsidiaries acquired at the date on which the shares of these companies were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisitions.

## 本公司之可分派儲備

於二零一七年十二月三十一日，本公司可分派予股東之儲備如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Share premium	股份溢價	1,200,575	777,925
Special reserve	特別儲備	17,410	17,410
Retained profits	保留溢利	148,052	121,528
		<b>1,366,037</b>	916,863

根據開曼群島之適用法例，本公司之股份溢價可依據其組織章程大綱或細則之條文向股東作出分派或支付股息，惟於緊隨作出分派或支付股息後，本公司須可於日常業務過程中支付到期債項。

本公司之特別儲備乃指於本公司收購其附屬公司之股份當日該等被收購公司之相關資產賬面淨值與本公司就收購而發行之本公司股份面值兩者間之差額。

### Directors

The directors of the Company during the year and up to the date of this report were:

#### Executive directors:

Lam Wai Wah  
Wong Pong Chun, James  
Cheung Tat Sang

#### Non-executive director:

Li Jian Hua

#### Independent non-executive directors:

Chung Kam Kwong  
Ip Cho Ting, Spencer  
Heung Kai Sing

In accordance with Articles 100 and 120 of the Company's Articles of Association, Lam Wai Wah, Ip Cho Ting, Spencer and Heung Kai Sing retire and, being eligible, offer themselves for re-election.

The independent non-executive directors are subject to retirement by rotation in accordance with the above articles.

No director proposed for re-election at the forthcoming Annual General Meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事

年內及截至本報告書之日期止，本公司之董事如下：

#### 執行董事：

林偉華  
黃邦俊  
張達生

#### 非執行董事：

李建華

#### 獨立非執行董事：

鍾錦光  
葉祖亭  
香啟誠

依據本公司組織章程細則第100條及第120條之規定，林偉華、葉祖亭及香啟誠將告退，惟合資格並表示願意膺選連任。

獨立非執行董事須按上述細則輪值告退。

擬於即將舉行之股東週年大會膺選連任之董事概無與本公司或其附屬公司訂立任何本集團不得於一年內免付賠償(法定賠償除外)而予以終止之服務合約。

### 董事之重大合約權益

本公司或其任何附屬公司概無訂立任何本公司董事直接或間接擁有重大權益，並且於本年底或年內任何時間仍然生效之重大合約。

### DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2017, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

#### Long positions

##### (a) Ordinary shares of HK\$0.02 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司之已發行 股本百分比 %
Lam Wai Wah 林偉華	Beneficial owner 實益擁有人	1,273,052,000	40.80%
	Held by spouse (note 1) 由配偶持有(附註1)	74,844,000	2.40%
		<b>1,347,896,000</b>	<b>43.20%</b>
Wong Pong Chun, James 黃邦俊	Beneficial owner 實益擁有人	9,149,000	0.29%
	Held by spouse (note 2) 由配偶持有(附註2)	1,650,000	0.05%
		<b>10,799,000</b>	<b>0.35%</b>
Cheung Tat Sang 張達生	Beneficial owner 實益擁有人	6,129,000	0.20%
Li Jian Hua 李建華	Beneficial owner 實益擁有人	14,547,000	0.47%
	Held by spouse (note 3) 由配偶持有(附註3)	22,500	0.00%
		<b>14,569,500</b>	<b>0.47%</b>

### 董事之股份及相關股份權益

於二零一七年十二月三十一日，根據本公司遵照證券及期貨條例第352條所保存之登記冊所記錄，或根據上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司之資料，董事及其聯繫人擁有之本公司及其相聯法團之股份及相關股份權益如下：

#### 好倉

##### (a) 本公司每股面值0.02港元之普通股

**(b) Registered capital of the associated corporation of the Company**

**Truly Opto-Electronics Limited ("Truly Shanwei") (Note 4)**

Name of director 董事姓名	Capacity 身份	Registered capital contributed (RMB) 提供註冊資本 (人民幣)	Percentage of paid up registered capital of Truly Shanwei 佔信利汕尾之繳足註冊資本百分比 %
Lam Wai Wah 林偉華	Beneficial owner 實益擁有人	647,360	0.1904
Wong Pong Chun, James 黃邦俊	Beneficial owner 實益擁有人	2,590,120	0.7618
Cheung Tat Sang 張達生	Beneficial owner 實益擁有人	647,360	0.1904
Li Jian Hua (note 5) 李建華(附註5)	Interest of corporation controlled by the director 董事控制之法團權益	647,360	0.1904

Notes:

- Lam Wai Wah is deemed to be interested in 74,844,000 ordinary shares of the Company, being the interests held beneficially by his spouse, Chung King Yee, Cecilia.
- Wong Pong Chun, James is deemed to be interested in 1,650,000 ordinary shares of the Company, being the interests held beneficially by his spouse, Lai Ching Mui, Stella.
- Li Jian Hua is deemed to be interested in 22,500 ordinary shares of the Company, being the interests held by his spouse, Guo Yu Yan.
- Truly Opto-Electronics Limited, a company registered in the People's Republic of China, is an indirect non-wholly owned subsidiary of the Company.
- Registered capital contributed through Lhasa Development Zone Jianyuan Investment Management Co., Ltd, a company wholly-owned by him.

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations as at 31 December 2017.

**(b) 本公司相聯法團之註冊資本**

**信利光電股份有限公司(「信利汕尾」)(附註4)**

Name of director 董事姓名	Capacity 身份	Registered capital contributed (RMB) 提供註冊資本 (人民幣)	Percentage of paid up registered capital of Truly Shanwei 佔信利汕尾之繳足註冊資本百分比 %
Lam Wai Wah 林偉華	Beneficial owner 實益擁有人	647,360	0.1904
Wong Pong Chun, James 黃邦俊	Beneficial owner 實益擁有人	2,590,120	0.7618
Cheung Tat Sang 張達生	Beneficial owner 實益擁有人	647,360	0.1904
Li Jian Hua (note 5) 李建華(附註5)	Interest of corporation controlled by the director 董事控制之法團權益	647,360	0.1904

附註：

- 林偉華被視為擁有74,844,000股由其配偶鍾琮綺實益持有之本公司普通股權益。
- 黃邦俊被視為擁有1,650,000股由其配偶黎清梅實益持有之本公司普通股權益。
- 李建華被視為擁有22,500股由其配偶郭玉燕持有之本公司普通股權益。
- 信利光電股份有限公司(於中華人民共和國註冊之公司)為本公司之間接非全資附屬公司。
- 透過由彼全資擁有之拉薩開發區建源投資管理有限公司提供之註冊資本。

除上文披露者外，於二零一七年十二月三十一日，各董事或其聯繫人概無擁有本公司或其任何相聯法團之任何股份及相關股份之任何權益或淡倉。

### SHARE OPTIONS

During the year, the Company has not adopted any share option scheme.

### ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed above under the heading "Directors' Interests in Shares and Underlying Shares", at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDERS

As at 31 December 2017, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that other than the interests disclosed above in respect of Lam Wai Wah, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

#### Long positions

##### Ordinary shares of HK\$0.02 each of the Company

Name of shareholder 股東名稱	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司之已發行股本百分比
China Credit Trust Co., Ltd. (Note) 中誠信託有限責任公司(附註)	Interest of controlled corporations 受控法團權益	191,628,000	6.14%

Note:

The details of the interests held by China Credit Trust Co., Ltd. in the Company are as follows:

Name of controlled corporation 受控法團名稱	Name of controlling shareholders 控股股東名稱	% controlled 受控百分比	Total interests in shares 股份權益總額	
			Direct interests 直接權益	Indirect interests 間接權益
Harvest Fund Management Co., Ltd. 嘉實基金管理有限公司	China Credit Trust Co., Ltd. 中誠信託有限責任公司	40%	178,043,530	13,584,470
Harvest Global Investments Ltd. 嘉實國際資產管理有限公司	Harvest Fund Management Co., Ltd. 嘉實基金管理有限公司	100%	13,584,470	-

### 購股權

年內，本公司概無採納任何購股權計劃。

### 購買股份或債券之安排

除上文「董事之股份及相關股份權益」所披露之外，本公司或其任何附屬公司於年內並無參與任何安排，致使本公司之董事可透過收購本公司或任何其他法人團體之股份或債券而獲得利益。

### 主要股東

除上文所披露有關林偉華擁有之權益外，根據本公司遵照證券及期貨條例第336條所保存之主要股東登記冊所顯示，於二零一七年十二月三十一日，下列股東已知會本公司其於本公司之已發行股本中擁有之有關權益。

#### 好倉

本公司每股面值0.02港元之普通股

Name of shareholder 股東名稱	Capacity 身份	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of the issued share capital of the Company 佔本公司之已發行股本百分比
China Credit Trust Co., Ltd. (Note) 中誠信託有限責任公司(附註)	Interest of controlled corporations 受控法團權益	191,628,000	6.14%

附註：

以下為中誠信託有限責任公司所持本公司權益詳情：

Other than as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2017.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has not yet adopted new share option scheme during the year.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2017.

### MODEL CODE

None of the Directors of the Company is aware of information that would reasonably indicate that the Company was not in the year under review in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange of Hong Kong Limited.

### AUDIT COMMITTEE

The Company has an Audit Committee which was established in accordance with the code provisions of the Corporate Governance Code (the "Code") for the purposes of reviewing and providing supervision over the Group's financial reporting matters, risk management and internal controls. The annual results of the Group for the year ended 31 December 2017 has been reviewed by the Audit Committee.

除上文披露者外，於二零一七年十二月三十一日，本公司並未獲悉本公司已發行股本中之任何其他有關權益或淡倉。

### 薪酬政策

本集團僱員之薪酬政策乃由薪酬委員會按僱員之貢獻、資歷及能力釐定。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、個人表現及可資比較市場統計數據釐定。

年內，本公司尚未採納新購股權計劃。

### 優先購買權

本公司之組織章程細則或開曼群島法例均無關於優先購買權之條文，規定本公司須按比例向現有股東發售新股。

### 購買、出售或贖回上市證券

截至二零一七年十二月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 標準守則

根據本公司董事所知悉，並無資料合理顯示本公司於回顧年度未有遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載之上市發行人董事進行證券交易的標準守則。

### 審核委員會

本公司已遵照企業管治守則（「守則」）之守則條文成立審核委員會，以審閱及監督本集團財務申報事宜、風險管理及內部監控。本集團截至二零一七年十二月三十一日止年度之全年業績已經由審核委員會審閱。

The Audit Committee comprises Mr. Chung Kam Kwong, Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, with Mr. Chung Kam Kwong as chairman of the Audit Committee. They meet at least four times a year.

The Group has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

### REMUNERATION AND NOMINATION COMMITTEES

The Company has a Remuneration Committee and a Nomination Committee respectively which were established in accordance with the relevant requirements of the Code. The two Committees are chaired by Mr. Chung Kam Kwong, an independent non-executive director and comprise three other members, namely Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, being independent non-executive directors and Mr. Wong Pong Chun, James, an executive director of the Company.

### CORPORATE GOVERNANCE

The Board considers that good corporate governance of the Company is essential to safeguarding the interests of the shareholders and enhancing the performance of the Group. The Board is committed to maintain and ensure high standards of corporate governance. We have complied with all the applicable code provisions set out in the "Corporate Governance Code" contained in Appendix 14 of the Listing Rules throughout the year ended 31 December 2017, except for a major deviation as below:

- Code Provision A.2.1 — The roles of the Chairman and the Chief Executive are not separated and are performed by the same individual, Mr. Lam Wai Wah. The Board will meet regularly to consider major matters affecting the operations of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the Company's management and believes that this structure will enable us to make and implement decisions promptly and efficiently.

審核委員會由鍾錦光先生、葉祖亭先生及香啟誠先生組成，而鍾錦光先生擔任審核委員會主席。彼等每年最少召開四次會議。

本集團已根據上市規則第3.13條接獲各獨立非執行董事分別發出有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

### 薪酬委員會及提名委員會

本公司已根據守則之相關規定分別成立薪酬委員會及提名委員會。該兩個委員會均由獨立非執行董事鍾錦光先生出任主席，並包括三名其他成員，即葉祖亭先生及香啟誠先生（獨立非執行董事）以及黃邦俊先生（本公司執行董事）。

### 企業管治

董事會認為本公司良好的企業管治對保障股東利益及提升本集團表現而言至關重要。董事會致力維持及確保高水準之企業管治。截至二零一七年十二月三十一日止年度內，本集團一直遵守上市規則附錄十四內之「企業管治守則」所載之所有適用守則條文，惟以下重大偏差除外：

- 守則條文第A.2.1條 — 主席及行政總裁之職位並未分開，由同一人（林偉華先生）出任。董事會將定期舉行會議，以考慮影響本公司運作之重大事宜。董事會認為此架構將不會導致董事會與本公司管理層之間之權力及授權失衡，並相信此架構將使本集團能快速及有效制訂及推行決策。

- Code Provision A.6.7 — Mr. Heung Kai Sing, an independent non-executive director of the Company, was unable to attend the annual general meeting of the Company and the extraordinary general meeting held on 22 May 2017 and 23 October 2017 respectively due to prior business commitments. Mr. Chung Kam Kwong, an independent non-executive director of the Company, was unable to attend the extraordinary general meeting held on 24 November 2017 due to prior business commitment. Mr. Li Jian Hua, a non-executive director of the Company, was unable to attend the annual general meeting of the Company held on 22 May 2017 and the extraordinary general meetings held on 23 October 2017 and 24 November 2017 respectively due to prior business commitments.
- Code Provision E.1.2 — The Chairman did not attend the annual general meeting of the Company held on 22 May 2017 due to unexpected important business meeting.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are regulated in a proper and prudent manner. More details are contained in the separate Corporate Governance Report on pages 37 to 45.

### SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2017.

### DONATIONS

During the year, the Group made charitable and other donations amounting to HK\$2,033,000.

### AUDITORS

A resolution will be submitted to the Annual General Meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company.

On behalf of the Board

**Lam Wai Wah**  
CHAIRMAN

Hong Kong, 23 March 2018

- 守則條文第A.6.7條 — 本公司獨立非執行董事香啟誠先生因有既定公務在身而未能出席本公司分別於二零一七年五月二十二日舉行之股東週年大會及於二零一七年十月二十三日舉行之股東特別大會。本公司獨立非執行董事鍾錦光先生因有既定公務在身而未能出席本公司於二零一七年十一月二十四日舉行之股東特別大會。本公司非執行董事李建華先生因有既定公務在身而未能出席本公司分別於二零一七年五月二十二日舉行之股東週年大會以及於二零一七年十月二十三日及二零一七年十一月二十四日舉行之股東特別大會。
- 守則條文第E.1.2條 — 主席因未能預計之重要公務會議而並無出席本公司於二零一七年五月二十二日舉行之股東週年大會。

董事會將不斷檢討及改進本公司之企業管治實務及準則，確保業務活動及決策過程得到恰當及審慎之規管。更多詳情載於第37至45頁之獨立企業管治報告。

### 公眾持股量充裕程度

本公司於截至二零一七年十二月三十一日止年度內一直維持足夠之公眾持股量。

### 捐款

於年內，本集團捐出為數2,033,000港元之慈善及其他捐款。

### 核數師

在本公司之股東週年大會上將提呈一項決議案，以重新委聘德勤•關黃陳方會計師行連任本公司核數師一職。

代表董事會

**主席**  
林偉華

香港，二零一八年三月二十三日

### BOARD OF DIRECTORS AND BOARD COMMITTEES

#### The Board

The Board was responsible for the Company's corporate governance, and was ultimately accountable for the Company's activities, strategies and financial performance.

The Board was mainly responsible for formulating and approving the business strategies, objectives, policies and plans of the Company, and monitoring the execution of the Company's strategies. It was also responsible for overseeing the operating and financial performance of the Company and establishing appropriate risk control policies and procedures in order to ensure that the strategic objectives of the Company are materialized. In addition, the Board was also responsible for improving the corporate governance structure and enhancing communications with shareholders.

The Board has delegated the responsibilities for the execution of strategies and decision-making for day-to-day operation of the Company to the management team headed by the Managing Director, Mr. Lam Wai Wah.

The management reported regularly to the Board on the operating and financial performance of the Company. Development, expansion and other major capital expenditure and commitment, as well as major financing decisions were all reviewed and approved by the Board.

#### Connections between members of the Board

None of the members of the Board have any connections (including financial, business, family relationship and other material/related relationships) with each other during the period under review.

#### Director's dealing in securities

Having made specific enquiry of all the Directors, the Company confirmed that all Directors had complied with their obligations regarding dealings in securities under the Model Code set out in Appendix 10 of the Listing Rules during the period under review.

#### Non-executive directors

The non-executive Directors were not appointed for a specific term but were subject to retirement by rotation in accordance with the Company's Articles of Association.

### 董事會及董事會委員會

#### 董事會

董事會負責本公司之企業管治，並對本公司之活動、策略及財務表現承擔最終責任。

董事會主要負責制訂及批准本公司之業務策略、目標、政策及計劃，以及監督本公司策略之執行。董事會亦負責監督本公司之經營及財務表現，制訂合適之風險監控政策及程序，以確保本公司策略性目標之實現。此外，董事會亦負責改善企業管治結構及增強與股東之溝通。

董事會將本公司之策略執行、日常經營決策等職責轉授予由董事總經理林偉華先生領導之管理層團隊。

管理層向董事會定期報告本公司之經營及財務表現。發展、擴張及其他重大資本開支及承擔以及重要融資決策均由董事會審閱及批准。

#### 董事會成員之關連

於回顧期間，董事會成員之間概無任何關連（包括財務、業務、家庭關係及其他重大／關聯關係）。

#### 董事之證券交易

經向所有董事作出特定查詢後，本公司確認所有董事於回顧期間內已遵守上市規則附錄十所載之標準守則關於證券交易之規定。

#### 非執行董事

非執行董事無固定任期，惟須根據本公司之組織章程細則輪值告退。

### Independent non-executive Directors

The Company has received confirmation from each of the independent non-executive Directors as regards his independence to the Company and considered that each of the independent non-executive Directors was independent to the Company during the period under review.

### Directors' Training

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All directors are encouraged to attend relevant training courses at the Company's expenses. The Company has been encouraging the directors to participate continuous professional development courses and seminars organized by professional institutions or professional firms and reading materials on relevant topics so that they can continuously update and further improve their relevant knowledge and skills.

In addition, the Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials.

### Board committees

The Board was supported by three Board Committees. Each Board Committee has its own responsibilities, power and functions. The chairman of the respective Board Committees reported to the Board from time to time and made recommendations on matters discussed when appropriate.

### Remuneration Committee

The Company has established the remuneration committee (the "Remuneration Committee") in compliance with the Listing Rules. The Remuneration Committee is governed by its terms of reference, which have been revised by the Board on 26 March 2012 pursuant to the CG Code, setting out the Remuneration Committee's authority, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The Remuneration Committee is chaired by Mr. Chung Kam Kwong, an independent non-executive director and comprise three other members, namely Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, being independent non-executive directors and Mr. Wong Pong Chun, James, an executive director of the Company.

### 獨立非執行董事

本公司已接獲各獨立非執行董事就彼等為本公司獨立人士之事宜而發出之確認書，並認為各獨立非執行董事於回顧期間內確屬本公司獨立人士。

### 董事培訓

董事須參與合適持續專業發展以提升及更新彼等之知識及技能，確保彼等對董事會作出知情及相關貢獻。本公司鼓勵全體董事出席相關培訓課程，費用由本公司支付。本公司一直鼓勵董事參與由專業機構或專業公司舉辦之持續專業發展課程及座談會以及相關主題之閱讀資料，從而讓彼等持續更新及進一步提升彼等之相關知識及技能。

此外，公司秘書不時向董事書面報告上市規則、企業管治常規及其他規管制度之最新變動及發展。

### 董事會委員會

董事會下設三個董事會委員會。各董事會委員會之職責、權力及職能各不相同。各董事會委員會主席不時向董事會報告，並於適當時候就所討論事務向董事會提供建議。

### 薪酬委員會

本公司已遵照上市規則成立薪酬委員會（「薪酬委員會」）。薪酬委員會受其職權範圍規管，該職權範圍已獲董事會於二零一二年三月二十六日根據企業管治守則修訂，當中載有薪酬委員會之權力、職務及職責之經修訂職權範圍可於本公司及聯交所網站查閱。

薪酬委員會由獨立非執行董事鍾錦光先生出任主席，並包括三名其他成員葉祖亭先生及香啟誠先生（獨立非執行董事）以及黃邦俊先生（本公司執行董事）。

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure of the remuneration of the directors and senior management and the specific remuneration packages of all executive directors and senior management. Details of the remuneration of each of the directors for the year are set out in Note 13 to the consolidated financial statements.

Four meetings were held during the year by the Remuneration Committee to review the remuneration packages and assess the performance of executive directors and the director's fees of the independent non-executive directors. All members of the Remuneration Committee attended the said meeting.

### Nomination Committee

The Company has established the nomination committee (the Nomination Committee) in compliance with the Listing Rules. The Nomination Committee is governed by its terms of reference, which have been revised by the Board on 26 March 2012 and 20 August 2014 pursuant to the CG Code, setting out the Nomination Committee's authority, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

The Nomination Committee is chaired by Mr. Chung Kam Kwong, an independent non-executive director and comprise three other members, namely Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, being independent non-executive directors and Mr. Wong Pong Chun, James, an executive director of the Company.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis and to make recommendations to the Board on matters relating to any proposed changes.

The Company has adopted a board diversity policy which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

Four meetings were held during the year by the Nomination Committee to review the nomination procedures and the current composition of the Board. All members of the Nomination Committee attended the said meeting.

### Audit Committee

The Company has established the audit committee (the "Audit Committee") in compliance with the Listing Rules. The Audit Committee is governed by its terms of reference, which have been revised by the Board on 26 March 2012 and 18 November 2015 pursuant to the CG Code, setting out the Audit Committee's authority, duties and responsibilities are available on the websites of the Company and the Stock Exchange.

薪酬委員會之主要職責為就本公司有關董事及高級管理人員之薪酬政策及架構以及就全體執行董事及高級管理人員之具體薪酬待遇，向董事會提出建議。本年度各董事之薪酬詳情載於綜合財務報表附註13。

年內，薪酬委員會舉行四次會議，以審閱執行董事之薪酬待遇及評核執行董事之表現及獨立非執行董事之董事袍金。全體薪酬委員會成員均已出席上述會議。

### 提名委員會

本公司已遵照上市規則成立提名委員會（「提名委員會」）。提名委員會受其職權範圍規管，該職權範圍已獲董事會於二零一二年三月二十六日及二零一四年八月二十日根據企業管治守則修訂，當中載有提名委員會之權力、職務及職責之經修訂職權範圍可於本公司及聯交所網站查閱。

提名委員會由獨立非執行董事鍾錦光先生出任主席，並包括三名其他成員葉祖亭先生及香啟誠先生（獨立非執行董事）以及黃邦俊先生（本公司執行董事）。

提名委員會之主要職責為定期檢討董事會之架構、人數及組成，並就有關任何建議變動之事宜向董事會提出建議。

本公司已採納董事會成員多元化政策，其旨在列載董事會為達致及保持成員多元化而採取的方針，以提高董事會之有效性。

年內，提名委員會舉行四次會議，以審閱董事會之提名程序及現有成員。全體提名委員會成員均已出席上述會議。

### 審核委員會

本公司已遵照上市規則成立審核委員會（「審核委員會」）。審核委員會受其職權範圍規管，該職權範圍已獲董事會於二零一二年三月二十六日及二零一五年十一月十八日根據企業管治守則修訂，當中載有審核委員會之權力、職務及職責之經修訂職權範圍可於本公司及聯交所網站查閱。

The primary duties of the Audit Committee are to review and provide supervision over the Group's financial reporting matters, internal controls and the system of risk management.

審核委員會之主要職責為審閱及監察本集團財務申報事宜、內部監控及風險管理系統。

The Audit Committee comprises Mr. Chung Kam Kwong, Mr. Ip Cho Ting, Spencer and Mr. Heung Kai Sing, with Mr. Chung Kam Kwong as chairman of the Audit Committee.

審核委員會由鍾錦光先生、葉祖亭先生及香啟誠先生組成，而鍾錦光先生擔任審核委員會主席。

The Audit Committee held four meetings during the year. All members of the Audit Committee attended the said meeting.

年內，審核委員會舉行四次會議。全體審核委員會成員均已出席上述會議。

### The Board Meetings, Board Committees Meetings and General Meetings

### 董事會會議、董事會委員會會議及股東大會

The Directors' attendances at the Board Meetings, the Board Committees Meetings and General Meetings for the year ended 31 December 2017 were as follows:

於截至二零一七年十二月三十一日止年度，董事於董事會會議、董事會委員會會議及股東大會之出席情況如下：

Director 董事	Number of meetings attended 出席會議次數				
	Board 董事會	Board Committees 董事會委員會			General Meetings 股東大會
		Audit 審核	Remuneration 薪酬	Nomination 提名	
<b>Executive directors:</b> 執行董事：					
Lam Wai Wah 林偉華	5	n/a 不適用	n/a 不適用	n/a 不適用	0
Wong Pong Chun, James 黃邦俊	6	n/a 不適用	4	4	3
Cheung Tat Sang 張達生	5	n/a 不適用	n/a 不適用	n/a 不適用	0
<b>Non-executive director:</b> 非執行董事：					
Li Jian Hua 李建華	5	n/a 不適用	n/a 不適用	n/a 不適用	0
<b>Independent non-executive directors:</b> 獨立非執行董事：					
Chung Kam Kwong 鍾錦光	6	4	4	4	2
Heung Kai Sing 香啟誠	5	4	4	4	1
Ip Cho Ting, Spencer 葉祖亭	6	4	4	4	3
Total number of meeting(s) held 舉行會議總數	6	4	4	4	3

### AUDITOR'S REMUNERATION

For the year ended 31 December 2017, the fees paid to the Company's external auditors amounted to HK\$3,200,000.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Throughout the year from 1 January 2017 to 31 December 2017, the Board conducted reviews of the effectiveness of the internal control system in all material respects including but not limited to operational, financial, risk management and compliance controls. The Group's system of internal control comprised a well-defined organizational and management structure with levels and limits of authority which was established to help achieve business objectives, safeguard assets against unauthorized access or disposal, ensure the maintenance of proper accounting records to produce reliable management and financial information for internal use and for publication purpose, help management mitigate potential risk factors and ensure compliance with relevant rules and regulations. The system was designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems so as to achieve the Group's objectives and long-term goals.

#### The process used to identify, evaluate and manage significant risks

The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

##### Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

##### Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

### 核數師之薪酬

截至二零一七年十二月三十一日止年度，支付予本公司外聘核數師之費用為3,200,000港元。

### 風險管理及內部監控

董事會負責本公司之風險管理及內部監控系統以及檢討其成效。董事會監督本集團整體風險管理，並致力於識別風險、監控已識別風險之影響及推動實行配合減輕風險之措施。本公司之風險管理及內部監控系統旨在管理(但非完全杜絕)未能達致業務目標之風險，亦只會就重大失實陳述或損失提供合理(但並非絕對)保證。於二零一七年一月一日至二零一七年十二月三十一日止年度期間，董事會就內部監控系統之成效進行檢討，有關檢討涵蓋所有重要監控領域，包括但不限於營運監控、財務監控、風險管理及合規監控。本集團內部監控系統包括一個明確界定標準及權限之組織及管理架構，旨在協助實現本集團之業務目標，保障資產免受未經授權使用或出售，確保備存適當會計記錄以提供可靠之管理及財務資料作內部使用及刊發之用，幫助管理層減低潛在風險因素，以及確保遵守有關法規及規定。該系統旨在合理(但並非絕對)保證並無重大失實陳述或損失情況，並管理(但非完全杜絕)營運系統之失誤風險以實現本集團之目的及長期目標。

#### 用於識別、評估及管理重大風險之程序

本集團用於識別、評估及管理重大風險之程序概述如下：

##### 風險識別

- 識別可能對本集團業務及營運構成潛在影響之風險。

##### 風險評估

- 採用管理層制訂之評估標準，評估已識別風險；及
- 考慮風險對業務之影響及後果以及出現風險可能性。

### Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

### Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

### The main features of the risk management and internal control systems

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

### The process used to review the effectiveness of the risk management and internal control systems and to resolve material internal control defects

The Board would be directly responsible for internal control of the Group and for reviewing its effectiveness.

The Board has engaged an external compliance consultancy and Internal control services limited as its risk management and internal control review adviser (“the Adviser”) to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2017. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board and Audit Committee are of the view that there are no material internal control defects noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

### 風險應對

- 透過比較風險評估之結果，排列風險處理次序；及
- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。

### 風險監察及匯報

- 持續並定期監察風險，並確保設有適當之內部監控程序；
- 於出現任何重大變動時，修訂風險管理策略及內部監控程序；及
- 定期向管理層及董事會匯報風險監察結果。

### 風險管理及內部監控系統之主要特點

監控程序乃為保障資產免遭挪用及處置；確保遵守相關法例、規則及規例；確保有關為業務用途或刊發而提供可靠財務資料之會計記錄得到妥善保管；及針對重大失實陳述、損失或欺詐提供合理保證而設。

### 檢討風險管理及內部監控系統成效以及處理重大內部監控不足之處所用程序

董事會直接負責本集團之內部監控，並檢討其成效。

董事會已委聘一間外部合規諮詢及內部監控服務有限公司作為其風險管理及內部監控審閱顧問（「顧問」），以就截至二零一七年十二月三十一日止年度之風險管理及內部監控系統進行年度檢討。該檢討每年進行，並輪流檢討各個週期。檢討範圍先前已獲董事會釐定及審批。顧問已向審核委員會及管理層匯報結果及有待改善的地方。董事會及審核委員會認為並無發現重大內部監控不足之處。顧問提供之所有建議均獲本集團適當跟進，以確保該等建議可於合理時間內執行。因此，董事會認為風險管理及內部監控系統充分有效。

### The procedures and internal controls for the handling and dissemination of inside information

The Board assesses the likely impact of any unexpected and significant event that may impact the price of the Shares or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors and the legal advisor also may have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

### FINANCIAL REPORTING

The directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements for the year 2017. The Management also provides all directors with monthly updates giving them a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

### COMPANY SECRETARY

The position of Company Secretary is held by Mr. Ma Wai Tong, CFO of the Group. The Company Secretary reported to the Board chairman from time to time. All directors have access to the advice and services of the company secretary to ensure that board procedures, and all applicable laws, rules and regulations are followed.

Since Mr. Ma was appointed in 2011, he has to take no less than 15 hours of relevant professional training for the financing year commencing on or after 1 January 2012 and he has fulfilled the requirement during the year under review.

### 處理及發佈內幕消息之程序及內部監控

董事會評估任何無法預料及重大事件可能對股價或其成交量帶來之影響，並決定有關資料應否被視為內幕消息，及是否須根據上市規則第13.09及13.10條以及證券及期貨條例第XIVA部項下內幕消息條文在合理實際可行情況下盡快披露。根據董事會不時轉授之權力，執行董事及法律顧問亦可能須負責審批本公司將刊發之若干公告及／或通函。

### 財務匯報

董事經作出適當諮詢後認為，由於本集團於可見將來擁有足夠資源繼續現有營運，故適宜採納持續經營基準編製二零一七年財務報表。管理層亦每月向所有董事提供最新資料，載列有關本公司之表現、狀況及前景之中肯及易於理解之評估，內容足以讓整個董事會及各董事履行根據上市規則第3.08條及第13章之職責。

### 公司秘書

公司秘書一職由本集團之財務總監馬煒堂先生擔任。公司秘書不時向董事會主席作出匯報。全體董事均已向公司秘書取得意見及服務，確保遵守董事會程序以及所有適用法例、規則及規例。

自馬先生於二零一一年獲委任起，彼須於二零一二年一月一日或之後開始之財政年度接受不少於15小時之相關專業培訓，而彼於回顧年內已符合有關規定。

### SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

### INVESTOR RELATIONS

#### (1) Communication with Shareholders and Procedures for putting forward proposals at general meetings

All published information, including financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents are promptly posted on the Group's website at [www.truly.com.hk](http://www.truly.com.hk). Viewers can also send enquiries and proposals putting forward for shareholders' consideration at shareholder meetings to the Board or senior management by email at [enquiry@truly.com.hk](mailto:enquiry@truly.com.hk) or directly by raising questions at the general meeting of the Company.

#### (2) Procedures for Shareholders to convene an extraordinary general meeting

Shareholders shall have the right to request the Board to convene an extraordinary general meeting ("EGM") of the Company. Shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company which carries the right of voting at the general meeting of the Company may send a written request to the Board of the Company to request for a EGM. The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the Company's principle place of business in Hong Kong.

Shareholders who wish to move a resolution at general meetings may follow the procedures set out in the preceding paragraph.

#### (3) Constitutional Documents

There was no change to the Company's Memorandum and Articles of Association during the financial year 2017. A copy of the Memorandum and Articles of Association is posted on the websites of the Company and the Stock Exchange.

### 股東權利

為保障股東權益及權利，本公司將就各重大獨立事宜（包括選舉個別董事）於股東大會上提呈獨立決議案。股東大會上提呈之所有決議案將根據上市規則以投票方式表決，而投票表決之結果將於各股東大會結束後在本公司及聯交所網站刊載。

### 投資者關係

#### (1) 與股東之溝通及於股東大會上提呈建議之程序

所有刊發資料（包括財務報表、業績公告、股東大會通函及通告及相關解釋文件）均及時於本集團網站 [www.truly.com.hk](http://www.truly.com.hk) 發佈。閱覽該等資料之人士亦可透過發送電郵至 [enquiry@truly.com.hk](mailto:enquiry@truly.com.hk) 向董事會或高級管理層查詢及寄發將於股東大會上提呈以供股東考慮之建議，或直接於本公司股東大會上提出問題。

#### (2) 股東召開股東特別大會的程序

股東將有權要求董事會召開本公司的股東特別大會（「股東特別大會」）。合共持有本公司附帶本公司股東大會投票權之繳足股本不少於十分之一（10%）之股東可向本公司董事會發出書面要求，要求召開股東特別大會。經有關股東正式簽署之書面要求必須陳述該大會之目的，且必須遞交至本公司位於香港的主要營業地點。

欲於股東大會上動議一項決議案之股東可遵循前段所載之程序。

#### (3) 憲章文件

於二零一七年財政年度，本公司之組織章程大綱及細則並無變動。組織章程大綱及細則之副本已於本公司及聯交所網站刊載。

### BOARD DIVERSITY POLICY

The Company recognises the importance of diversity to corporate governance and the board effectiveness.

The purpose of this policy is to set out the basic principles to be followed to ensure that the board of directors (the “Board”) has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

Board nomination and appointments will continue to be made on merit basis based on its business needs from time to time while taking into account diversity.

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company’s business model and specific needs, including but not limited to gender, race, language, cultural background, educational background, industry experience and professional experience.

### 董事會成員多元化政策

本公司認同董事會成員多元化對企業管治及董事會行之有效的重要性。

本政策旨在列載須遵從的基本原則，以確保董事會（「董事會」）成員在所需技能、經驗以及視角的多元化方面達到適當平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。

董事會成員的提名與委任將繼續以用人唯才為原則，以不時的業務需求為基準，並考慮董事會成員多元化的裨益。

董事會甄選候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、種族、語言、文化背景、教育背景、行業經驗和專業經驗。



TO THE SHAREHOLDERS OF  
**TRULY INTERNATIONAL HOLDINGS LIMITED**  
*(incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of Truly International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as "the Group") set out on pages 53 to 156, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



致信利國際有限公司股東

(於開曼群島註冊成立之有限公司)

## 意見

本核數師行已完成審核第53至156頁所載信利國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於二零一七年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註，包括主要會計政策概要。

本行認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零一七年十二月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露要求妥為編製。

## 意見之基礎

本行根據香港會計師公會頒佈之《香港審計準則》(「香港審計準則」)進行審核。本行在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表須承擔之責任」部分中作進一步闡述。根據香港會計師公會頒佈之《專業會計師道德守則》(以下簡稱「守則」)，本行獨立於 貴集團，並已履行守則中之其他專業道德責任。本行相信，本行所獲得之審計憑證能充足及適當地為本行之審計意見提供基礎。

## 關鍵審計事項

關鍵審計事項是根據本行之專業判斷，認為對本期綜合財務報表之審計最為重要之事項。這些事項是在本行審計整體綜合財務報表及出具意見時進行處理，而本行不會對這些事項提供單獨之意見。

### Key audit matters

#### 關鍵審計事項

#### **Impairment assessment of interest in an associate**

#### **有關聯營公司權益之減值評估**

We identified the impairment assessment of interest in an associate, Truly (Hui Zhou) Smart Display Limited ("Truly HZ"), as a key audit matter due to its significance in the context of the Group's consolidated financial statements.

於聯營公司信利(惠州)智能顯示有限公司(「信利惠州」)權益之減值評估對 貴集團之綜合財務報表關係重大，故本行視之為關鍵審計事項。

As disclosed in note 4 to the consolidated financial statements, the Group is required to assess at the end of each reporting period whether there is any indication that the carrying amount of interests in associates may be impaired. If any such indication exists, the Group shall assess them for impairment. As disclosed in note 20 to the consolidated financial statements, as at 31 December 2017, the carrying amount of interest in Truly HZ amounted to approximately HK\$1,126 million.

誠如綜合財務報表附註4所披露， 貴集團須於各報告期末評估有否任何跡象顯示聯營公司權益之賬面值可能出現減值。倘存在任何有關跡象， 貴集團須進行減值評估。誠如綜合財務報表附註20所披露，於二零一七年十二月三十一日，於信利惠州所佔權益之賬面值約為1,126,000,000港元。

### How our audit addressed the key audit matters

#### 本行之審計如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of interest in Truly HZ included:

本行就對信利惠州權益所作減值評估進行之程序包括：

- Obtaining an understanding and evaluating the appropriateness of the Group's accounting policy in assessing impairment for interests in associates;
- 了解及評價 貴集團就對聯營公司權益進行減值評估所採用會計政策是否恰當；
- Assessing the Group management's process for identifying the existence of impairment indicators for the interests in associates;
- 評估 貴集團管理層識別聯營公司權益是否存在減值跡象之過程；
- Where indicators of impairment have been identified, assessing the reasonableness of the recoverable amount of the associates and obtaining an understanding from the management about the financial position and future prospects of the associate;
- 倘已識別減值跡象，評估聯營公司之可收回金額是否合理並向管理層了解該聯營公司之財務狀況及未來前景。
- Assessing the reasonableness of key inputs and assumptions used by the management in their estimation of recoverable amounts, including projections of cash flows and growth rates applied;
- 評估管理層於估計可收回金額時所採用主要輸入數據及假設(包括現金流量預測及所應用增長率)是否合理；
- Involvement of internal expert to assess the reasonableness of discount rates applied in the discounted cash flow model; and
- 使內部專家參與評估於折現現金流量模型應用之折現率是否合理；及
- Comparing cash flow projections to supporting evidence, such as projection of sales volume, and evaluating the reasonableness of the projection with reference to the future prospect of the associate as well as our knowledge of the industry and business.
- 比較現金流量預測與支持憑據(例如銷量預測)，並透過參考聯營公司之未來前景及基於本行對行業及業務之認識評價預測是否合理。

### Key audit matters

關鍵審計事項

### How our audit addressed the key audit matters

本行之審計如何處理關鍵審計事項

#### **Recoverability of trade receivables**

應收賬項之可收回程度

We identified the estimated allowance for trade receivables as a key audit matter due to the use of judgment and estimates by the management on the recoverability of trade receivables.

由於管理層就能否收回應收賬項使用判斷及估計，故本行視應收賬項估計撥備為關鍵審計事項。

As set out in notes 5 and 24 to the consolidated financial statements, in determining the allowance for trade receivables, the management has exercised judgement when estimating the timing and future cash flows expected to be derived from the trade receivables and ascertain their future cash flows based on the credit history including default or delay in payments, settlement records and aging analysis of the trade receivables. Where the future cash flows of a receivable is estimated to be less than its carrying amount, an impairment loss will be provided for such a receivable and recognised in profit or loss.

誠如綜合財務報表附註5及24所載，釐定應收賬項撥備時，管理層已於估計有關時間及預期自應收賬項獲得之未來現金流量時作出判斷，並根據信貸記錄（包括有關應收賬項之拖欠或延遲付款、結付記錄及賬齡分析）確定有關未來現金流量。倘估計應收款項之未來現金流量少於其賬面值，則會就有關應收款項計提減值虧損撥備，並於損益確認。

At 31 December 2017, the carrying amount of trade receivables is HK\$4,084,098,000 (net of allowance for doubtful debts of HK\$578,113,000).

於二零一七年十二月三十一日，應收賬項之賬面值為4,084,098,000港元（扣除呆賬撥備578,113,000港元）。

Our procedures in relation to assessing the appropriateness of the estimated allowance for trade receivables included:

本行就評估應收賬項估計撥備是否恰當所進行之程序包括：

- Obtaining an understanding of how allowance for trade receivables is estimated by the management and the determination of credit limits, credit approval for customers and other monitoring procedures for recovering overdue debts;
- 了解管理層如何估計應收賬項撥備及為客戶設定信用限額及批准信貸以及就收回逾期債務進行之其他監察程序；
- Testing the accuracy of the aging analysis of the trade receivables, on a sample basis, to the sales invoices;
- 以抽驗銷售發票方式測試應收賬項之賬齡分析是否準確；
- Discussing with the management and evaluating the basis of estimating the allowance for trade receivables without/with little settlement during the year or subsequent to the end of the reporting period as identified by the management and their assessment on the recoverability of these trade receivables; and
- 與管理層商討及評價管理層估計所識別於年內或報告期末之後並無／有酌量付款之應收賬項撥備之基準，以及彼等就能否收回該等應收賬項所作之評估；及
- Assessing the reasonableness of allowance for trade receivables with reference to the credit history including default or delay in payments, settlement records and aging analysis of the trade receivables.
- 參考信貸記錄（包括有關應收賬項之拖欠或延遲付款、結付記錄及賬齡分析）評估應收賬項撥備是否合理。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事須對其他資料負責。其他資料包括年報內之所有資料，但不包括綜合財務報表及本行之核數師報告。

本行對綜合財務報表之意見並不涵蓋其他資料。本行亦不對該等其他資料發表任何形式之鑒證結論。

就本行對綜合財務報表之審計而言，本行之責任是閱讀其他資料，並藉此考慮其他資料是否與綜合財務報表或本行在審計過程中得知之情況存在重大抵觸，或基於其他原因似乎存在重大錯誤陳述之情況。倘基於本行已執行之工作，所得結論為其他資料出現重大錯誤陳述，本行需要報告該事實。在這方面，本行並無任何報告。

### 董事及管治層就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際之替代方案。

管治層須負責監督 貴集團之財務申報過程。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表須承擔之責任

本行之目標，是根據議定之委聘條款對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括本行意見之核數師報告。本行之報告僅向閣下作出，而並無其他用途。本行不會就本報告之內容對任何其他人士承擔或負上任何責任。合理保證是高水平之保證，但不能保證按照香港審計準則進行之審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期該等錯誤陳述單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關之錯誤陳述可被視作重大。

在根據香港審計準則進行審計之過程中，本行運用了專業判斷，保持了專業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當之審計憑證，作為本行意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部控制，以設計適當之審計程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### 核數師就審計綜合財務報表須承擔之責任 (續)

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取之審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團之持續經營能力產生重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關之披露不足，則本行須修改意見。本行之結論是基於截至核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內各實體或業務活動之財務資料獲得充足、適當之審計憑證，以便對綜合財務報表發表意見。本行負責集團審計之方向、監督和執行。本行為審計意見承擔全部責任。

除其他事項外，本行與管治層溝通了計劃之審計範圍、時間安排、重大審計發現等，包括本行在審計中識別出內部控制之任何重大不足之處。

本行還向管治層提交聲明，說明本行已符合有關獨立性之相關專業道德要求，並與彼等溝通有可能合理地被認為會影響本行獨立性之所有關係和其他事項，以及(在適用情況下)相關之防範措施。

# INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

*(continued)*

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in the independent auditor's report is Keung To Wai, David.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
23 March 2018

## 核數師就審計綜合財務報表須承擔之責任 (續)

從與管治層溝通之事項中，本行確定哪些事項對本期綜合財務報表之審計最為重要，因而構成關鍵審計事項。本行在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在本行報告中溝通某事項造成之負面後果超過產生之公眾利益，本行決定不應在報告中溝通該事項。

出具本獨立核數師報告之審計項目合夥人是姜道蔚。

**德勤•關黃陳方會計師行**  
執業會計師

香港  
二零一八年三月二十三日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	NOTES 附註			
Revenue	收益	6	20,733,418	22,071,521
Cost of sales	銷售成本		(18,693,251)	(19,875,843)
Gross profit	毛利		2,040,167	2,195,678
Other income	其他收入	8	181,793	79,731
Other gains and losses	其他損益	9	(69,891)	(18,307)
Allowance for doubtful debt for a specific customer, net of insurance compensation received	特定客戶之呆賬撥備 (扣除已收保險賠償)	24	(413,669)	–
Impairment loss on available-for-sale investments	可供出售投資減值虧損		(9,096)	(2,188)
Administrative expenses	行政費用		(434,445)	(481,392)
Distribution and selling expenses	分銷及銷售費用		(412,483)	(352,885)
Finance costs	財務費用	10	(323,108)	(180,237)
Share of results of associates	分佔聯營公司業績		(371,980)	(368,048)
Profit before tax	稅前溢利		187,288	872,352
Income tax expense	所得稅開支	11	(94,451)	(195,785)
Profit for the year	本年度溢利	12	92,837	676,567
<b>Other comprehensive income (expense) for the year</b>	<b>本年度其他全面收入(開支)</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益的項目：</i>			
Exchange differences arising on translation of foreign operations	換算海外業務所產生之外匯差額		804,487	(687,363)
Fair value gain on available-for-sale investments	可供出售投資公平價值收益		–	88,306
Share of other comprehensive income (expense) of associates	分佔聯營公司其他全面收入(開支)		1,754	(2,453)
			806,241	(601,510)
Reclassification of fair value gain on disposal of available-for-sale investments	重新分類出售可供出售投資公平價值收益		–	(97,293)
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)		806,241	(698,803)
Total comprehensive income (expense) for the year	本年度全面收入(開支)總額		899,078	(22,236)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	NOTE 附註		
<b>Profit for the year attributable to:</b>	<b>本年度溢利應佔：</b>		
Owners of the Company	本公司擁有人	<b>62,987</b>	581,867
Non-controlling interests	非控股權益	<b>29,850</b>	94,700
		<b>92,837</b>	676,567
<b>Total comprehensive income (expense) for the year attributable to:</b>	<b>本年度全面收入(開支)總額應佔：</b>		
Owners of the Company	本公司擁有人	<b>831,592</b>	(83,332)
Non-controlling interests	非控股權益	<b>67,486</b>	61,096
		<b>899,078</b>	(22,236)
Earnings per share	每股盈利		
Basic (HK cents per share)	基本(每股港仙)	16	
		<b>2.13</b>	20.02

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2017 • 於二零一七年十二月三十一日

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	NOTES 附註			
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	<b>11,889,808</b>	8,242,070
Prepaid lease payments	預付租賃款項	18	<b>361,225</b>	279,065
Intangible assets	無形資產	19	–	–
Goodwill	商譽		<b>413</b>	413
Interests in associates	於聯營公司的權益	20	<b>1,748,781</b>	965,260
Available-for-sale investments	可供出售投資	21	<b>6,174</b>	15,270
Deferred tax assets	遞延稅項資產	32	<b>62,989</b>	8,783
Deposits paid and other payments for acquisition of property, plant and equipment	就收購物業、廠房及設備 支付訂金及其他付款		<b>301,833</b>	588,557
			<b>14,371,223</b>	10,099,418
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	22	<b>2,579,619</b>	2,603,218
Prepaid lease payments	預付租賃款項	18	<b>8,829</b>	6,891
Loan receivable	應收貸款	23	–	–
Trade and other receivables	應收賬項及其他應收款項	24	<b>5,757,278</b>	7,522,216
Derivative financial instruments	衍生金融工具	25	<b>17,370</b>	27,894
Amount due from an associate	應收聯營公司款項	26	<b>607,858</b>	497,691
Tax recoverable	可收回稅項		<b>413</b>	381
Restricted bank deposits	受限制銀行存款	27	<b>130,396</b>	85,303
Bank balances and cash	銀行結存及現金	27	<b>3,465,844</b>	2,453,623
			<b>12,567,607</b>	13,197,217
Non-current assets held for sale	持作出售的非流動資產	28	–	126
			<b>12,567,607</b>	13,197,343
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	應付賬項及其他應付款項	29	<b>8,909,258</b>	7,736,522
Amount due to an associate	應付聯營公司款項	26	–	22,018
Tax liabilities	稅項負債		<b>41,207</b>	30,319
Bank and other borrowings, unsecured	銀行及其他借款，無抵押	30	<b>4,370,053</b>	3,794,507
Derivative financial instruments	衍生金融工具	25	<b>140,440</b>	85,545
			<b>13,460,958</b>	11,668,911
<b>NET CURRENT (LIABILITIES) ASSETS</b>	<b>流動(負債)資產淨值</b>		<b>(893,351)</b>	1,528,432
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<b>13,477,872</b>	11,627,850

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

At 31 December 2017 • 於二零一七年十二月三十一日

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	NOTES 附註			
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Bank and other borrowings, unsecured	銀行及其他借款，無抵押	30	<b>4,087,285</b>	3,432,853
Bonds payable	應付債券	31	<b>895,073</b>	827,456
Deferred tax liabilities	遞延稅項負債	32	<b>47,359</b>	72,674
			<b>5,029,717</b>	4,332,983
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>8,448,155</b>	7,294,867
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	33	<b>62,409</b>	58,142
Share premium and other reserves	股份溢價及其他儲備		<b>7,820,362</b>	6,653,333
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>7,882,771</b>	6,711,475
Non-controlling interests	非控股權益		<b>565,384</b>	583,392
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>8,448,155</b>	7,294,867

The consolidated financial statements on pages 53 to 156 were approved and authorised for issue by the Board of Directors on 23 March 2018 and are signed on its behalf by:

載於第53至156頁之綜合財務報表已於二零一八年三月二十三日獲董事會批准及授權刊發，並由以下人士代表簽署：

**Lam Wai Wah**

林偉華

DIRECTOR

董事

**Wong Pong Chun, James**

黃邦俊

DIRECTOR

董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

		Share capital	Share premium	Special reserve	Capital redemption reserve	Exchange reserve	Other reserves	Investment revaluation reserve	Retained profits	Total equity attributable to owners of the Company 本公司擁有人應佔權益總額	Non-controlling interests	Total
		股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	特別儲備 HK\$'000 千港元 (note a) (附註a)	資本贖回儲備 HK\$'000 千港元	外匯儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元 (note b) (附註b)	投資重估儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	本公司擁有人應佔權益總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	合計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	58,142	777,925	990	867	395,963	1,223,835	8,987	4,618,808	7,085,517	510,064	7,595,581
Profit for the year	本年度溢利	-	-	-	-	-	-	-	581,867	581,867	94,700	676,567
Other comprehensive (expense) income for the year	本年度其他全面(開支)收入											
— Exchange differences arising on translation of foreign operations	— 換算海外業務所產生之外匯差額	-	-	-	-	(653,759)	-	-	-	(653,759)	(33,604)	(687,363)
— Share of other comprehensive expense of associates	— 分佔聯營公司其他全面開支	-	-	-	-	(2,453)	-	-	-	(2,453)	-	(2,453)
— Fair value gain on available-for-sale investment	— 可供出售投資公平價值收益	-	-	-	-	-	-	88,306	-	88,306	-	88,306
— Reclassification of fair value gain on disposal of available-for-sale investment	— 重新分類出售可供出售投資公平價值收益	-	-	-	-	-	-	(97,293)	-	(97,293)	-	(97,293)
Total comprehensive (expense) income for the year	本年度全面(開支)收入總額	-	-	-	-	(656,212)	-	(8,987)	581,867	(83,332)	61,096	(22,236)
Transfer	轉撥	-	-	-	-	-	30,137	-	(30,137)	-	-	-
Dividends recognised as distribution (note 15)	確認為分派之股息(附註15)	-	-	-	-	-	-	-	(290,710)	(290,710)	-	(290,710)
Incorporation of a non wholly-owned subsidiary	註冊成立一間非全資附屬公司	-	-	-	-	-	-	-	-	-	12,232	12,232
At 31 December 2016	於二零一六年十二月三十一日	58,142	777,925	990	867	(260,249)	1,253,972	-	4,879,828	6,711,475	583,392	7,294,867
Profit for the year	本年度溢利	-	-	-	-	-	-	-	62,987	62,987	29,850	92,837
Other comprehensive income for the year	本年度其他全面收入											
— Exchange differences arising on translation of foreign operations	— 換算海外業務所產生之外匯差額	-	-	-	-	766,851	-	-	-	766,851	37,636	804,487
— Share of other comprehensive income of associates	— 分佔聯營公司其他全面收入	-	-	-	-	1,754	-	-	-	1,754	-	1,754
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	768,605	-	-	62,987	831,592	67,486	899,078
Transfer	轉撥	-	-	-	-	-	193,761	-	(193,761)	-	-	-
Dividends paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-	-	-	-	-	(85,494)	(85,494)
Dividends recognised as distribution (note 15)	確認為分派之股息(附註15)	-	-	-	-	-	-	-	(87,213)	(87,213)	-	(87,213)
Issue of new shares	發行新股份	4,267	426,660	-	-	-	-	-	-	430,927	-	430,927
Cost of issuance of new shares	新股份發行成本	-	(4,010)	-	-	-	-	-	-	(4,010)	-	(4,010)
At 31 December 2017	於二零一七年十二月三十一日	62,409	1,200,575	990	867	508,356	1,447,733	-	4,661,841	7,882,771	565,384	8,448,155

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### Notes:

- (a) The special reserve represents the difference between the nominal value of the shares of the subsidiaries acquired and the nominal value of the Company's shares issued for the acquisitions.
- (b) Other reserves comprise:
- (i) the statutory surplus reserve and the enterprise expansion reserve of the subsidiaries established in the People's Republic of China (the "PRC") other than Hong Kong. According to the Articles of Association of the PRC subsidiaries, a percentage of net profit as reported in the PRC statutory accounts should be transferred to the statutory surplus reserve and the enterprise expansion reserve determined at the discretion of the board of directors of these companies. The statutory surplus reserve can be set off against accumulated losses whilst the enterprise expansion reserve can be used for expansion of production facilities or an increase in registered capital; and
  - (ii) difference between the carrying amount of interest in a subsidiary disposed of and the consideration received arising from the decrease in equity interest in a subsidiary.

### 附註：

- (a) 特別儲備指所收購附屬公司之股份面值與本公司就收購而發行之股份面值兩者間之差額。
- (b) 其他儲備包括：
- (i) 在中華人民共和國(「中國」)(不包括香港)成立之附屬公司之法定盈餘儲備及企業發展儲備。根據中國附屬公司之組織章程細則，中國法定賬目內呈報之純利若干百分比須轉撥至法定盈餘儲備及企業發展儲備，該百分比乃由該等公司之董事會酌情決定。法定盈餘儲備可抵銷累計虧損，而企業發展儲備則可用於擴展生產設施或增加註冊資本；及
  - (ii) 出售一間附屬公司權益之賬面值與附屬公司股本權益減少產生之已收取代價兩者間之差額。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before tax	稅前溢利	<b>187,288</b>	872,352
Adjustments for:	調整：		
Interest income	利息收入	<b>(27,795)</b>	(12,605)
Interest income from an associate	聯營公司之利息收入	<b>(10,203)</b>	(17,452)
Impairment loss on available-for-sale investments	可供出售投資減值虧損	<b>9,096</b>	2,188
Allowance for (reversal of allowance for) doubtful debts, net	呆賬撥備(撥備撥回)淨額	<b>585,174</b>	(2,436)
Reversal of impairment loss on loan receivable	應收貸款減值虧損撥回	<b>(11,500)</b>	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>1,112,507</b>	928,005
Release of prepaid lease payments	解除預付租賃款項	<b>8,441</b>	6,864
Loss on disposal/write-off of property, plant and equipment	出售/撇銷物業、廠房及設備之虧損	<b>97,089</b>	47,986
Loss on fair value changes of derivative financial instruments, net	衍生金融工具之公平價值變動虧損淨額	<b>87,736</b>	33,195
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	(97,293)
Gain on disposal of non-current assets held for sale	出售持作出售非流動資產之收益	<b>(321)</b>	(865)
Government grants	政府津貼	<b>(88,684)</b>	(12,492)
Share of results of associates	分佔聯營公司業績	<b>371,980</b>	368,048
Finance costs	財務費用	<b>323,108</b>	180,237
Dividends from available-for-sale investments	可供出售投資之股息	<b>(311)</b>	(763)
Operating cash flows before movements in working capital	未計營運資金變動前之經營現金流量	<b>2,643,605</b>	2,294,969
Decrease (increase) in inventories	存貨減少(增加)	<b>86,381</b>	(888,863)
Decrease (increase) in trade and other receivables	應收賬項及其他應收款項減少(增加)	<b>1,099,333</b>	(2,883,555)
Increase in trade and other payables	應付賬項及其他應付款項增加	<b>19,345</b>	2,305,077
Increase in amount due from an associate	應收聯營公司款項增加	<b>(148,873)</b>	(44,062)
(Decrease) increase in amount due to an associate	應付聯營公司款項(減少)增加	<b>(22,311)</b>	23,226
Government grants received for operating activities	已收政府津貼用於經營活動	<b>87,410</b>	11,002
Settlement of derivative financial instruments	結算衍生金融工具	<b>(22,317)</b>	(11,850)
Cash generated from operations	經營活動所賺取之現金	<b>3,742,573</b>	805,944
Hong Kong Profits Tax (paid) refunded	(已繳)退還香港利得稅	<b>(8,467)</b>	13,555
PRC withholding tax paid	已繳中國預扣稅	<b>(23,950)</b>	(12,585)
PRC Enterprise Income Tax paid	已繳中國企業所得稅	<b>(131,094)</b>	(113,220)
Tax paid for other jurisdictions	其他司法權區已繳稅項	<b>(569)</b>	(591)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>經營活動所得現金淨額</b>	<b>3,578,493</b>	693,103

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Dividends from available-for-sale investments	可供出售投資之股息	311	763
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(2,615,025)</b>	(2,828,033)
Investment in associates	於聯營公司之投資	<b>(575,000)</b>	(186,507)
Advance to an associate	向聯營公司墊款	<b>(437,400)</b>	(187,680)
Repayment from an associate	獲聯營公司還款	<b>23,400</b>	464,850
Deposits paid and other payments for acquisition of property, plant and equipment	就收購物業、廠房及設備支付訂金及其他款項	<b>(301,833)</b>	(544,446)
Additions of prepaid lease payments	預付租賃款項增加	<b>(67,403)</b>	(129,845)
Interest received	已收利息	<b>29,039</b>	40,758
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	<b>7,514</b>	36,945
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	–	147,496
Proceeds from disposals of non-current assets held for sale	出售持作出售非流動資產所得款項	<b>451</b>	1,403
Placement of restricted bank deposits	存放受限制銀行存款	<b>(494,809)</b>	(346,143)
Release of restricted bank deposits	解除受限制銀行存款	<b>449,716</b>	333,496
Repayment of loan receivable	應收貸款還款	<b>11,500</b>	–
Capital contribution from non-controlling interests	非控股權益注資	–	12,232
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資活動所用現金淨額</b>	<b>(3,969,539)</b>	(3,184,711)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Repayment of bank and other borrowings	償還銀行及其他借貸	<b>(12,123,671)</b>	(8,465,021)
Dividends paid	已付股息	<b>(145,353)</b>	(290,635)
Dividends paid to non-controlling interests	已付非控股權益股息	<b>(85,494)</b>	–
Interest paid for bank and other borrowings	已付銀行及其他借貸利息	<b>(267,907)</b>	(179,671)
Interest paid for bonds payable	已付應付債券利息	<b>(50,025)</b>	–
New bank and other borrowings raised	新造銀行及其他借貸	<b>13,511,491</b>	11,052,881
Proceeds on issue of bonds payable	發行應付債券所得款項	–	872,281
Proceeds from issue of shares	發行股份所得款項	<b>430,927</b>	–
Cost of issuance of shares	股份發行成本	<b>(4,010)</b>	–
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資活動所得現金淨額</b>	<b>1,265,958</b>	2,989,835
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加淨額</b>	<b>874,912</b>	498,227
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>	<b>年初之現金及現金等值項目</b>	<b>2,453,623</b>	2,055,200
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES</b>	<b>匯率變動之影響</b>	<b>137,309</b>	(99,804)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash</b>	<b>年終之現金及現金等值項目，指銀行結存及現金</b>	<b>3,465,844</b>	2,453,623

### 1. GENERAL

Truly International Holdings Limited (the “Company”) is incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company. The Company is a public limited company with its shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its ultimate controlling party is Mr. Lam Wai Wah, who is also the Chairman and Managing Director of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “General Information” to the annual report.

The functional currency of the Company is United States dollars (“USD”). The consolidated financial statements are presented in Hong Kong dollars (“HKD”) which is different from the functional currency of the Company, as the directors of the Company (the “Directors”) consider that HKD is the most appropriate presentation currency in view of its place of listing.

The Company acts as an investment holding company. Its subsidiaries are principally engaged in the business of manufacture and sale of liquid crystal display (“LCD”) products including touch panel products and electronic consumer products including compact camera module, fingerprint identification modules, personal health care products and electrical devices.

### 2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

In preparing the consolidated financial statements of the Company, the Directors have given careful consideration to the future liquidity of the Company and its subsidiaries (collectively referred to as “the Group”) in light of the fact that the Group’s current liabilities exceeded its current assets by approximately HK\$893 million as at 31 December 2017.

In the opinion of the Directors, the Group will be able to continue as a going concern at least in the coming twelve months taking into consideration that the Group has unutilised bank facilities available to the Group, amounted to approximately HK\$3,297 million, and its internal resources.

Based on the aforesaid factors, the Directors are satisfied that the Group will have sufficient financial resources to meet in full its financial obligations as and when they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

### 1. 一般事項

信利國際有限公司(「本公司」)於開曼群島根據開曼群島公司法註冊成立為一間受豁免公司。本公司為一間上市有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。其最終控股人士為林偉華先生，亦為本公司主席兼董事總經理。本公司註冊辦事處及主要營業地點之地址於年報「一般資料」一節披露。

本公司之功能貨幣為美元(「美元」)。本公司董事(「董事」)經考慮其上市地點，認為港元(「港元」)為最適合之呈列貨幣，故綜合財務報表乃以本公司功能貨幣以外之港元呈報。

本公司乃投資控股公司，其附屬公司之主要業務為製造及銷售液晶顯示器(「LCD」)產品(包括觸控屏產品)及電子消費產品，包括微型相機模組、指紋識別模組、個人保健護理產品及電子設備。

### 2. 綜合財務報表編製基準

編製本公司綜合財務報表時，鑑於本公司及其附屬公司(統稱「本集團」)於二零一七年十二月三十一日之流動負債超出其流動資產約8.93億港元，董事已審慎考慮本集團之未來流動資金。

考慮到本集團有可動用但未動用銀行融資約32.97億港元及其內部資源，董事認為本集團將可於未來至少十二個月持續經營業務。

基於上述因素，董事信納本集團將具備充足財務資源悉數應付其於可見將來到期之財務負債。因此，綜合財務報表已按持續經營基準編製。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### Amendments to HKFRSs that are mandatorily effective for the year

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs 2014–2016 Cycle

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and financial positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

#### Amendments to HKAS 7 *Disclosure Initiative*

The Group has applied these amendments for the first time in the current year. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both cash and non-cash changes. In addition, the amendments also require disclosures on changes in financial assets if cash flows from those financial assets were, or future cash flows will be, included in cash flows from financing activities.

Specifically, the amendments require the following to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

A reconciliation between the opening and closing balances of these items is provided in note 40. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year. Apart from the additional disclosure in note 40, the application of these amendments has had no impact on the Group’s consolidated financial statements.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

#### 於本年度強制生效之香港財務報告準則（修訂）

於本年度，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（修訂）：

香港會計準則第7號（修訂）	披露計劃
香港會計準則第12號（修訂）	就未變現虧損確認遞延稅項資產
香港財務報告準則第12號（修訂）	作為二零一四年至二零一六年週期之香港財務報告準則之年度改進一部分

除下述者外，於本年度應用香港財務報告準則（修訂）對本集團本年度及過往年度之財務表現及財務狀況及／或此等綜合財務報表所載披露資料並無任何重大影響。

#### 香港會計準則第7號（修訂）「披露計劃」

本集團於本年度首次應用該等修訂。該等修訂規定實體提供披露資料，以便財務報表使用者評估融資活動所產生負債之變動，包括現金及非現金變動。此外，該等修訂亦規定，倘該等金融資產所產生現金流量計入或未未來現金流量將計入融資活動所產生現金流量，則須披露金融資產變動資料。

具體而言，該等修訂規定須披露下列各項：(i) 融資現金流量之變動；(ii) 因取得或失去附屬公司或其他業務之控制權而產生之變動；(iii) 匯率變動之影響；(iv) 公平價值變動；及 (v) 其他變動。

該等項目之年初與年終結餘間之對賬載於附註40。根據該等修訂之過渡條文，本集團並無披露去年之比較資料。除附註40所披露額外資料外，應用該等修訂對本集團之綜合財務報表並無任何影響。

**3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)**

**New and revised HKFRSs in issue but not yet effective**

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers and the related Amendments <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
HKFRS 17	Insurance Contracts <sup>4</sup>
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>2</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 <i>Financial Instruments</i> with HKFRS 4 <i>Insurance Contracts</i> <sup>1</sup>
Amendments to HKFRS 9	Prepayment Features with Negative Compensation <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures <sup>2</sup>
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 – 2016 Cycle <sup>1</sup>
Amendments to HKAS 40	Transfers of Investment Property <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2021

**3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)**

**已頒佈但尚未生效之新訂及經修訂香港財務報告準則**

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	客戶合約收益及相關修訂 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第17號	保險合約 <sup>4</sup>
香港（國際財務報告詮釋委員會）一詮釋第22號	外幣交易及預付代價 <sup>1</sup>
香港（國際財務報告詮釋委員會）一詮釋第23號	所得稅處理之不確定性 <sup>2</sup>
香港財務報告準則第2號（修訂）	以股份為基礎支付交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號（修訂）	應用香港財務報告準則第9號「金融工具」與香港財務報告準則第4號「保險合約」 <sup>1</sup>
香港財務報告準則第9號（修訂）	具負補償特性之預付款項 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂）	投資者與其聯營公司或合資公司之間之資產出售或注資 <sup>3</sup>
香港會計準則第28號（修訂）	於聯營公司及合資公司之長期權益 <sup>2</sup>
香港會計準則第28號（修訂）	作為二零一四年至二零一六年週期之香港財務報告準則之年度改進一部分 <sup>1</sup>
香港會計準則第40號（修訂）	轉讓投資物業 <sup>1</sup>
香港財務報告準則（修訂）	二零一五年至二零一七年週期之香港財務報告準則之年度改進 <sup>2</sup>

<sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效

<sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效

<sup>3</sup> 於特定日期或之後開始之年度期間生效

<sup>4</sup> 於二零二一年一月一日或之後開始之年度期間生效

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 *Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (“FVTOCI”). All other financial assets are measured at their fair value at subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss;
- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號引入有關金融資產、金融負債及一般對沖會計處理分類及計量之新規定以及金融資產之減值規定。

香港財務報告準則第9號與本集團有關之主要規定為：

- 屬香港財務報告準則第9號範圍內所有已確認金融資產其後須按攤銷成本或公平價值計量。特別是，於目的為收取合約現金流量之業務模式內持有之債務投資，及合約現金流量純粹為支付本金及未償還本金之利息之債務投資，一般按其後會計期間結算日之攤銷成本計量。於目的為同時收取合約現金流量及出售金融資產之業務模式內持有之債務工具，以及合約條款令於特定日期產生之現金流量純粹為支付本金及未償還本金額之利息之債務工具，一般按於其他全面收入以公平價值列賬（「於其他全面收入以公平價值列賬」）計量。所有其他金融資產均按其後會計期間之公平價值計量。此外，根據香港財務報告準則第9號，實體可能不可撤回地選擇在其他全面收入中呈列股本投資（非持作買賣）之其後公平價值變動，並一般僅在損益中確認股息收入；
- 就金融資產減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 *Financial Instruments* (continued)

Based on the Group’s financial instruments and risk management policies as at 31 December 2017, the Directors of the Company anticipate the following potential impact on initial application of HKFRS 9:

#### Classification and measurement:

- Equity securities classified as available-for-sale investments carried at fair value as disclosed in note 21: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for designating these securities to be measured at FVTOCI and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss.
- Equity securities classified as available-for-sale investments carried at cost less impairment as disclosed in note 21: these securities qualified for designation as measured at FVTOCI under HKFRS 9, however, the Group plans not to elect the option for designating these securities to be measured at FVTOCI and will measure these securities at fair value with subsequent fair value gains or losses to be recognised in profit or loss. Upon initial application of HKFRS 9, fair value gains related to these securities, representing the differences between cost less impairment and fair value would be adjusted to retained profits as at 1 January 2018.
- Except for financial instruments which are not subject to the expected credit loss model upon application of HKFRS 9, all other financial assets and financial liabilities will continue to be measured on the same bases as are currently measured under HKAS 39.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第9號「金融工具」(續)

根據本集團於二零一七年十二月三十一日之金融工具及風險管理政策，本公司董事預期初始應用香港財務報告準則第9號將可能出現下列影響：

#### 分類及計量：

- 分類為按公平價值列賬之可供出售投資之股本證券（於附註21披露）：根據香港財務報告準則第9號，該等證券符合資格指定為按於其他全面收入以公平價值列賬計量，然而，本集團不擬選擇指定該等證券按於其他全面收入以公平價值列賬計量，而將該等證券按公平價值計量，並將其後公平價值收益或虧損於損益確認。
- 分類為按成本扣減減值列賬之可供出售投資之股本證券（於附註21披露）：根據香港財務報告準則第9號，該等證券符合資格指定為按於其他全面收入以公平價值列賬計量，然而，本集團不擬選擇指定該等證券按於其他全面收入以公平價值列賬計量，而將該等證券按公平價值計量，並將其後公平價值收益或虧損於損益確認。初始應用香港財務報告準則第9號後，有關該等證券之公平價值收益（指成本扣減減值與公平價值之差額）將於二零一八年一月一日調整至保留溢利。
- 除於應用香港財務報告準則第9號時毋須受預期信貸虧損模式規限之金融工具外，所有其他金融資產及金融負債將繼續按目前根據香港會計準則第39號計量之相同基準計量。

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### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 9 *Financial Instruments* (continued)

##### Impairment

In general, the Directors of the Company anticipate that the application of the expected credit loss model of HKFRS 9 will result in earlier provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised costs and financial guarantee contract upon application of HKFRS 9 by the Group.

Based on the assessment by the Directors of the Company, if the expected credit loss model were to be applied by the Group, the accumulated amount of impairment loss to be recognised by Group as at 1 January 2018 would be increased as compared to the accumulated amount recognised under HKAS 39 mainly attributable to expected credit losses provision on trade and other receivables, amount due from an associate and financial guarantee contract. Such further impairment recognised under expected credit loss model would reduce the opening retained profits and increase the deferred tax assets at 1 January 2018.

#### HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 *Revenue*, HKAS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第9號「金融工具」（續）

##### 減值

整體而言，本公司董事預期應用香港財務報告準則第9號之預期信貸虧損模式將導致於本集團應用香港財務報告準則第9號時須提早就本集團按攤銷成本計量之金融資產及財務擔保合約之未產生信貸虧損計提撥備。

根據本公司董事所作評估，倘本集團應用預期信貸虧損模式，於二零一八年一月一日之本集團將確認減值虧損累計金額會較根據香港會計準則第39號確認之累計金額有所增加，主要是由於就應收賬項及其他應收款項、應收聯營公司款項以及財務擔保合約計提預期信貸虧損撥備。有關根據預期信貸虧損模式確認之進一步減值將會令於二零一八年一月一日之年初保留溢利有所減少及令於該日之遞延稅項資產有所增加。

#### 香港財務報告準則第15號「客戶合約收益」

香港財務報告準則第15號頒佈，其制定單一全面模式，供實體用以將自客戶合約產生之收益入賬。香港財務報告準則第15號生效時將取代現有收益確認指引（包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋）。

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 15 Revenue from Contracts with Customers (continued)

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The Directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the Directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

#### HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 *Leases* and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第15號「客戶合約收益」(續)

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求更詳盡之披露資料。

於二零一六年，香港會計師公會頒佈香港財務報告準則第15號之澄清，涉及識別履約責任、主事人與代理人代價以及牌照申請指引。

本公司董事預期，日後應用香港財務報告準則第15號或須作出更詳盡披露，惟本公司董事預期，應用香港財務報告準則第15號將不會對於相關報告期所確認之收益時間及金額構成重大影響。

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入綜合模式。香港財務報告準則第16號生效時將取代香港會計準則第17號「租賃」及其相關詮釋。

香港財務報告準則第16號以客戶能否控制所識別資產區分租賃及服務合約。除短期租賃及低價值資產租賃外，經營租約及融資租約之差異自承租人會計處理中移除，並以承租人須就所有租約將予確認使用權資產及相應負債之模式取代。

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### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 Leases (continued)

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under HKAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2017, the Group has non-cancellable operating lease commitments of HK\$13,911,000 as disclosed in note 36. A preliminary assessment indicates that these arrangements will meet the definition of a lease. Upon application of HKFRS 16, the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第16號「租賃」(續)

使用權資產初始按成本計量，其後按成本（受若干例外情況所規限）減累計折舊及減值虧損計量，並就任何租賃負債重新計量作出調整。租賃負債初始按當日尚未支付租賃款項之現值計量。其後，租賃負債就利息及租賃款項以及（其中包括）租賃修訂之影響作出調整。就現金流量分類而言，本集團目前將提前預付租賃款項呈列為有關自用租賃土地之投資現金流量，而其他經營租賃款項則呈列為經營現金流量。根據香港財務報告準則第16號，有關租賃負債之租賃款項將獲本集團分配至呈列為融資現金流量之本金及利息部分。

根據香港會計準則第17號，本集團已就本集團為承租人之租賃土地確認預付租賃款項。應用香港財務報告準則第16號可能導致該等資產分類產生潛在變動，視乎本集團是否分開呈列使用權資產或於按將呈列相應相關資產（倘擁有）之相同項目內呈列。

與承租人會計處理相比，香港財務報告準則第16號包括大部份香港會計準則第17號之出租人會計處理規定，並繼續規定出租人將其租約分類為經營租約或融資租約。

此外，香港財務報告準則第16號要求作出詳盡披露。

誠如附註36所披露，本集團於二零一七年十二月三十一日之不可撤銷經營租約承擔為13,911,000港元。初步評估顯示此等安排將符合租賃之定義。應用香港財務報告準則第16號時，本集團將就所有此等租賃確認使用權資產及相應負債。

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### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

#### HKFRS 16 Leases (continued)

In addition, the Group currently considers refundable rental deposits paid of HK\$1,743,015 and refundable rental deposits received of HK\$285,117 as rights and obligations under leases to which HKAS 17 applies. Based on the definition of lease payments under HKFRS 16, such deposits are not payments relating to the right to use the underlying assets, accordingly, the carrying amounts of such deposits may be adjusted to amortised cost and such adjustments are considered as additional lease payments. Adjustments to refundable rental deposits paid would result in adjustments to the initial measurement of right-of-use assets. Adjustments to refundable rental deposits received would be considered as advance lease payments.

Furthermore, the application of new requirements may result in changes in measurement, presentation and disclosure as indicated above.

The Directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 3. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）(續)

#### 香港財務報告準則第16號「租賃」(續)

此外，本集團目前將1,743,015港元已付可退還租金按金及285,117港元已收可退還租金按金視為應用香港會計準則第17號之租賃項下權利及責任。根據香港財務報告準則第16號項下租賃款項之定義，該等按金並非與相關資產使用權有關之付款，因此，該等按金之賬面值可能調整至攤銷成本，而有關調整被視為額外租賃款項。對已付可退還租金按金所作調整可能會導致須對使用權資產之初始計量作出調整。對已收可退還租金按金所作調整會被視為租賃款項墊款。

此外，應用新規定可能導致上文所列計量、呈列及披露出現變動。

本公司董事預期，應用其他新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

### 4. 主要會計政策

綜合財務報表已按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例（「公司條例」）規定之適用披露資料。

誠如下文所載會計政策所闡釋，綜合財務報表乃根據歷史成本法編製，惟於各報告期末若干按公平價值計量之金融工具除外。

歷史成本一般根據交易貨物及服務時所付代價之公平價值計量。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

#### 4. 主要會計政策(續)

公平價值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公平價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的那些特徵。在此等綜合財務報表中計量和／或披露的公平價值均在此基礎上予以確定，但香港財務報告準則第2號「以股份為基礎支付」範圍內的以股份為基礎支付之交易、香港會計準則第17號「租賃」範圍內的租賃交易、以及與公平價值類似但並非公平價值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

此外，根據公平價值計量之輸入值的可觀察程度及其對整體公平價值計量之重要性分為第一、第二或第三層，以作財務報告之用，敘述如下：

- 第一層的輸入值指實體能於計量日在活躍市場上得到相同的資產或負債的標價(未予調整)；
- 第二層的輸入值指除包含在第一層的標價以外，可直接或間接觀察得到的資產或負債的輸入值；及
- 第三層的輸入值指資產或負債不可觀察得到的輸入值。

主要會計政策載列如下。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 4. 主要會計政策(續)

#### 綜合賬目之基準

綜合財務報表包括本公司及本公司控制之實體及附屬公司之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響該等回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制投資對象。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

損益及各其他全面收入項目乃歸屬予本公司擁有人及非控股權益。附屬公司之全面收入總額乃歸屬予本公司擁有人及非控股權益，即使導致非控股權益結餘出現虧絀。

附屬公司之財務報表於有需要情況下作出調整，致使其會計政策與本集團之會計政策一致。

所有與本集團成員公司之間交易有關之集團內公司間資產與負債、權益、收入、開支及現金流量於綜合賬目時悉數對銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

An investment in associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

#### 4. 主要會計政策(續)

##### 於聯營公司之投資

聯營公司指本集團可施加重大影響力之實體。重大影響力指參與投資對象之財務及營運決策之權力，而非控制或聯合控制有關政策之權力。

聯營公司之業績及資產與負債採用權益會計法列入此等綜合財務報表。編製作權益會計處理用途之聯營公司財務報表所採用會計政策與本集團於類似情況就類似交易及事項所採用者一致。根據權益法，於聯營公司之投資初始以成本在綜合財務狀況表內確認，並於其後調整以確認本集團分佔聯營公司損益及其他全面收入。除損益及其他全面收入外，不會入賬處理聯營公司資產淨值變動，除非有關變動會導致本集團所持擁有權益出現變動則作別論。倘本集團分佔聯營公司虧損超出本集團所佔該聯營公司權益(包括任何實質上構成本集團於該聯營公司之淨投資一部份之任何長期權益)，則本集團會終止確認其分佔之進一步虧損。本集團會確認額外虧損，惟僅以本集團代表該聯營公司所招致法定或推定責任或所作付款為限。

於聯營公司之投資乃自投資對象成為聯營公司當日起按權益法入賬。收購於聯營公司之投資時，投資成本超出本集團應佔投資對象可識別資產及負債之公平價值淨額之差額會確認為商譽，及計入投資之賬面值內。倘於重新評估後本集團應佔可識別資產及負債公平價值淨額超逾投資成本，則差額於投資被收購期間即時於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Investments in associates (continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Where the Group's interest in an associate increases, whether directly or indirectly, the impact of the change should be accounted for as an incremental purchase of the associate and recognised at cost. Any excess of the cost over the Group's proportionate share of net assets is recognised as goodwill.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate is recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

##### Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

#### 4. 主要會計政策(續)

##### 於聯營公司之投資(續)

香港會計準則第39號之規定予以應用，以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於需要時，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額(即使用價值與公平價值減出售成本之較高者)與賬面值。任何已確認之減值虧損構成該項投資之賬面值之一部份。有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況根據香港會計準則第36號確認。

倘本集團於聯營公司的權益增加(不論直接或間接)，有關變動影響應入賬列為該聯營公司之增額收購並按成本確認。成本超出本集團按比例應佔資產淨值之差額會確認為商譽。

倘集團旗下實體與本集團聯營公司交易，本集團之綜合財務報表確認與該聯營公司交易所產生之損益僅限於該聯營公司與本集團以外之權益。

##### 持作出售非流動資產

如非流動資產之賬面值主要透過銷售交易而非透過持續使用收回，則歸類為持作出售。只有於該資產可即時以現況及僅根據一般及依照慣例之出售條款出售以及其很可能進行銷售時方會視作達致此項條件。管理層必須致力進行銷售，且有關資產預計在分類日期起計一年內合資格確認為已完成銷售。

分類為持作出售之非流動資產按其以往之賬面值與公平價值減出售成本中較低者計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

##### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Revenue is recognised when the amount of revenue can be reliably measured, when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities as described below.

Revenue from sale of goods is recognised when the goods are delivered and titles have passed.

#### 4. 主要會計政策(續)

##### 商譽

收購業務產生之商譽以收購業務日期設立之成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃被分配到預期將從合併之協同效應中受益之本集團各有關現金賺取單位(或現金賺取單位之組別)，此乃就內部管理目的監察商譽之最低層次，並不大於經營分部。

已獲分配商譽之現金賺取單位(或現金賺取單位之組別)每年或(更頻繁地)每當該單位有可能出現減值之跡象時進行減值測試。當可收回金額少於其賬面值時，減值虧損之分配次序為首先用以削減任何商譽之賬面值，然後根據單位(或現金賺取單位之組別)內每項資產之賬面值按比例分配至其他資產。

若出售有關現金賺取單位，則於釐定出售損益(或本集團監察商譽所屬現金賺取單位之組別內任何現金賺取單位)之金額時計及商譽之應佔金額。

##### 收益確認

收益乃以已收或應收代價之公平價值計量。收益已就估計客戶退貨、回扣及其他類似津貼作出扣減。

本集團乃在收益金額能可靠計量、未來經濟利益將流入本集團及符合特定準則時就下文所述每項活動確認收益。

貨品之銷售收益乃貨品已經付運及擁有權已轉移時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Revenue recognition (continued)

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy for leasing below.

##### Property, plant and equipment

Property, plant and equipment including leasehold land (classified as finance leases) and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under development as described below), are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than properties under development) less their residual values over their estimated useful lives, using the reducing balance method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

#### 4. 主要會計政策(續)

##### 收益確認(續)

利息收入按時間基準，參考未清還之本金，根據適用的實際利率計提。所適用之實際利率即於初始確認時，將金融資產預期年限內之估計未來所得現金準確折現至該資產賬面淨值之折算率。

本集團確認經營租約收益之會計政策於以下租約會計政策闡述。

##### 物業、廠房及設備

物業、廠房及設備(包括持作生產或提供貨品或服務用途，或用作行政用途之租賃土地(分類為融資租約)及樓宇，惟下文所述之發展中物業除外)乃於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)入賬。

作生產、供應或行政用途之在建物業按成本減任何已確認減值虧損列賬。成本亦包括專業費用及就合資格資產而言，根據本集團會計政策資本化之借貸成本。該等物業於竣工及可作擬定用途時分類為適當之物業、廠房及設備類別。該等資產於可作擬定用途時開始計算折舊，所用基準與其他物業資產相同。

資產(發展中物業除外)採用餘額遞減法，按其估計可使用年期確認折舊，以撇銷其成本減剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，任何估計變動之影響乃按預先計提之基準入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟利益時取消確認。出售或棄用物業、廠房及設備項目產生之任何收益或虧損按該資產之出售所得款項與賬面值之差額計算，並於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

#### The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

#### Leasehold land and buildings

When the Group makes payments for a property interest which includes both leasehold land and building elements, the Group assesses the classification of each element separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire property is accounted as an operating lease. Specifically, the entire consideration (including any lump-sum upfront payments) are allocated between the leasehold land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element at initial recognition.

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the payments cannot be allocated reliably between the leasehold land and building elements, the entire property is generally classified as if the leasehold land is under finance lease.

### 4. 主要會計政策(續)

#### 租賃

凡租約之條款將擁有權之絕大部份風險及回報轉由承租人承擔者，即歸類為融資租約。其他租約全部列作為經營租約。

#### 本集團作為出租人

經營租約之租金收入乃按有關租約期限以直線法於損益確認。於磋商及安排經營租約時產生之初步直接成本計入租賃資產之賬面值，並按租約期限以直線法確認為開支。

#### 本集團作為承租人

經營租約之付款(包括購入根據經營租約所持有土地之成本)按租約期限以直線法確認為開支，除非另有系統基準更能代表租賃資產使用經濟利益之時間模式。

#### 租賃土地及樓宇

當本集團就物業權益(同時包括租賃土地及樓宇部份)作出付款時，本集團會透過評估各部份擁有權隨附之絕大部份風險及回報是否已轉移至本集團，分別評估各部份之分類，惟倘兩個部份均顯然屬於經營租約則除外，在此情況下，整項物業入賬列為經營租約。具體而言，全部代價(包括任何一筆過支付之預付款項)會按初始確認時土地部份及樓宇部份租賃權益之相關公平價值，按比例於租賃土地及樓宇部份作出分配。

倘有關付款能可靠地分配，入賬列為經營租約之租賃土地權益於綜合財務狀況表內列作「預付租賃款項」，並於租約期限內以直線法攤銷。倘付款未能於租賃土地與樓宇部份之間可靠地分配，整項物業一般分類為猶如租賃土地列於融資租約項下。

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## 綜合財務報表附註

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, (i) the assets and liabilities of the Group's foreign operations are translated into USD; (ii) the assets and liabilities of the Group denominated or translated into USD are then translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the exchange reserve.

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

##### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 4. 主要會計政策(續)

##### 外幣

編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)所確認之交易乃按交易日期之現行匯率入賬。於報告期末，以外幣列值之貨幣項目乃按該日之現行匯率重新換算。以外幣歷史成本計量之非貨幣項目則不予重新換算。

因結算貨幣項目及重新換算貨幣項目而產生之匯兌差額乃於產生期間在損益中確認。

就呈報綜合財務報表而言，(i)本集團海外業務之資產及負債按報告期末之現行匯率換算為美元；(ii)本集團以美元計值或換算為美元之資產及負債其後按報告期末之現行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目則按期內平均匯率換算。所產生外匯差額(如有)於其他全面收入確認，並於外匯儲備項下權益累計。

出售海外業務(即出售本集團於海外業務之全部權益，或出售涉及失去對包括海外業務之附屬公司之控制權，或部分出售於包括海外業務之聯營公司之權益(其保留權益成為金融資產))時，於本公司擁有人應佔該業務之權益累計之所有匯兌差額重新分類至損益。

##### 借貸成本

收購、建設或生產合資格資產(須經長時間方可作擬定用途或出售之資產)直接應佔之借貸成本計入該等資產之成本中，直至該等資產大致可作其擬定用途或出售為止。

於特別借貸的暫時投資(用於合資格資產之開支前)所賺取的投資收入，會由借貸成本資本化中減除。

所有借貸成本於產生之期間於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

##### Retirement benefit costs

Payments to the state-managed retirement benefit scheme and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

##### Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

#### 4. 主要會計政策 (續)

##### 政府津貼

當能夠合理保證本集團符合政府津貼附帶之條件，並且將會收取有關津貼時，方會確認政府津貼。

政府津貼乃於本集團將擬用作補貼相關成本之津貼確認為開支之期間內有系統地於損益確認。特別是以本集團須購買、建設或以其他方式收購非流動資產作為首要條件之政府津貼於綜合財務狀況表確認為遞延收入，並於有關資產之可使用年期按系統及合理基準轉撥至損益。

用作已產生開支或虧損的補償，或向本集團提供即時財務援助而可收取(並無日後相關成本)的政府津貼，乃於其成為可收取的期間於損益內確認。

##### 退休福利成本

國家管理退休福利計劃及強制性公積金計劃之供款於僱員提供使其有權享有供款之服務時確認為開支。

##### 短期僱員福利

短期僱員福利按預期於僱員提供服務時支付之福利未折現金額確認。除非其他香港財務報告準則規定或允許於資產成本內納入福利，否則所有短期僱員福利確認為開支。

負債乃就工資及薪金、年假及病假等應付僱員福利(經扣除任何已付金額)予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

#### 4. 主要會計政策(續)

##### 稅項

所得稅開支指本期應付稅項與遞延稅項之總和。

本期應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括其他年度之應課稅收入或可扣稅支出，亦不包括毋須課稅或不可扣稅之項目，故與綜合損益及其他全面收益表所列之「稅前溢利」不同。本集團之本期稅項負債乃採用於報告期末已制定或實質制定之稅率計算。

遞延稅項乃就綜合財務報表內資產與負債之賬面值與計算應課稅溢利所用之相應稅基間之暫時差額而確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常於可能出現可用於扣減暫時差額之應課稅溢利時就所有可扣減暫時差額確認。若暫時差額乃因初始確認一項既不影響應課稅溢利亦不影響會計溢利之交易中(業務合併除外)之資產及負債而產生，則不會確認該等遞延稅項資產及負債。此外，倘暫時差額乃因初始確認商譽而產生，則不會確認遞延稅項負債。

遞延稅項負債乃按因附屬公司之投資所產生之應課稅暫時差額進行確認，惟倘本集團可控制暫時差額撥回及暫時差額有可能不會於可見未來撥回之情況則除外。因該等投資所產生可扣減暫時差額而產生之遞延稅項資產，僅於可能出現足夠應課稅溢利以致暫時差額的利益被利用，而在可見未來將預期可被撥回時確認。

遞延稅項資產之賬面值於報告期末進行檢討，並於不再可能有足夠應課稅溢利用於收回全部或部分資產時作出調減。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Taxation (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

##### Intangible assets acquired separately

Intangible assets including acquired technical know-how with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

#### 4. 主要會計政策(續)

##### 稅項(續)

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用之稅率，根據於報告期末已制定或實質制定之稅率(及稅法)計算。

遞延稅項負債及資產的計量，反映本集團於報告期末預期將要收回或償還其資產及負債賬面值之稅務後果。

本期及遞延稅項於損益中確認，惟倘與其他全面收入或直接在權益中確認之項目有關，則本期及遞延稅項亦會分別於其他全面收入或直接於權益確認。

##### 分開收購之無形資產

具有限使用年期之無形資產(包括所收購的專門知識技術)乃按成本減累計攤銷及任何累計減值虧損入賬。攤銷具有限使用年期之無形資產時，採用直線法按該等資產之估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末予以檢討，任何估計變動之影響乃按預先計提之基準入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Intangible assets acquired separately (continued)

##### Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the followings have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for an internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets acquired separately.

### 4. 主要會計政策(續)

#### 分開收購之無形資產(續)

##### 研發費用

研究活動費用於其產生期間確認為開支。

由發展活動(或由一項處於發展階段的內部項目)所產生的內部形成無形資產，只會在以下各項全部被證明的情況下方會予以確認：

- 具可行性技術以完成無形資產並使其將可供使用或出售；
- 有意完成及使用或出售無形資產；
- 具能力可使用或出售無形資產；
- 無形資產如何產生可能的未來經濟利益；
- 有足夠之技術、財務及其他資源可完成發展項目並使用或出售無形資產；及
- 有能力可靠地計量無形資產在其發展階段所應佔的費用。

就內部形成之無形資產初始確認的金額為該無形資產首次符合上述所列的確認準則當日起產生的支出總和。如無法確認任何內部形成之無形資產，則開發費用於產生期間於損益確認。

於初始確認後，內部形成之無形資產按成本減累計攤銷及累計減值虧損(如有)計量，所用基準與分開收購之無形資產相同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

##### Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

##### Financial assets

The Group's financial assets are classified into loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis.

#### 4. 主要會計政策 (續)

##### 存貨

存貨乃以成本及可變現淨值兩者之較低值入賬。存貨成本以先入先出法計算。可變現淨值乃按存貨之估計售價減所有估計完成成本及在市場上銷售所需成本計算。

##### 金融工具

金融資產及金融負債乃當集團實體成為工具合約其中一方時確認。

於初始確認時，金融資產及金融負債按公平價值計量。收購或發行金融資產及金融負債（於損益以公平價值列賬之金融資產及金融負債除外）直接應佔之交易成本乃於初始確認時計入金融資產或金融負債之公平價值，或自金融資產或金融負債之公平價值內扣除（如適用）。收購於損益以公平價值列賬之金融資產或金融負債直接應佔之交易成本即時於損益中確認。

##### 金融資產

本集團之金融資產分類為貸款及應收款項以及可供出售金融資產。分類取決於金融資產之性質及目的，並於初始確認時釐定。所有以一般方式買賣之金融資產均按買賣日期基準確認及取消確認。一般方式買賣指資產須於市場規則或慣例所設定之時限內交付之金融資產買賣。

##### 實際利率法

實際利率法乃一種於相關期間內計算金融資產之攤銷成本及分配利息收入之方法。實際利率指於初始確認時將金融資產在預計年期或更短期間（如適用）內之估計未來現金收入（包括所有構成實際利率一部份的已付或已收費用及點數、交易成本以及其他溢價或折讓）準確折現至賬面淨值之折算率。

利息收入按實際利率基準確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Financial instruments (continued)

###### Financial assets (continued)

###### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including loan receivable, trade and other receivables, amount due from an associate, restricted bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss of financial assets below).

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

###### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss ("FVTPL").

Equity securities held by the Group that are classified as available-for-sale financial assets are measured at fair value at the end of each reporting period except for unquoted equity investments whose fair value cannot be reliably measured. Dividends on available-for-sale equity investments are recognised in profit or loss when the Group's right to receive the dividends is established. Changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of each reporting period.

#### 4. 主要會計政策(續)

##### 金融工具(續)

###### 金融資產(續)

###### 貸款及應收款項

貸款及應收款項乃並無於活躍市場報價之固定或可釐定付款之非衍生金融資產。於初始確認後，貸款及應收款項(包括應收貸款、應收賬項及其他應收款項、應收聯營公司款項、受限制銀行存款以及銀行結存及現金)均採用實際利率法按攤銷成本減任何已識別減值虧損入賬(見下文金融資產減值虧損之會計政策)。

利息收入應用實際利率確認，惟確認利息並不重大之短期應收款項除外。

###### 可供出售金融資產

可供出售金融資產乃指定為可供出售，或未有分類為(a)貸款及應收款項、(b)持至到期投資或(c)於損益以公平價值列賬(「於損益以公平價值列賬」)之金融資產之非衍生工具。

本集團持有分類為可供出售金融資產之股本證券於各報告期末以公平價值計量，惟無法可靠計量公平價值之無報價股本投資除外。當確立本集團收取股息之權利時，可供出售股本投資之股息於損益中確認。可供出售金融資產賬面值之變動於其他全面收入確認並於投資重估儲備中累計。倘投資被售出或確定有所減值，則之前於投資重估儲備累計之累計盈虧乃重新分類至損益。

並無活躍市場報價且公平價值未能可靠計量之可供出售股本投資於報告期末按成本減任何已識別減值虧損計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### Impairment of financial assets

Financial assets, other than financial assets at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments or observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值

金融資產(於損益以公平價值列賬之金融資產除外)於報告期末評估是否存在減值跡象。倘有客觀證據證明初始確認金融資產後發生之一項或多項事件導致金融資產之估計未來現金流量受到影響，則考慮對金融資產計提減值。

就可供出售股本投資而言，該證券之公平價值大幅或長期下降至低於其成本，則被視為客觀減值證據。

就其他金融資產而言，客觀減值證據可包括：

- 發行人或對手方遇到嚴重財政困難；或
- 違約，例如逾期或拖欠償還利息或本金；或
- 借款人有可能破產或進行財務重組；或
- 因出現財政困難導致該金融資產失去活躍市場。

應收款項組合之客觀減值證據可包括本集團過往之收款經驗、延遲還款次數增加或與應收款項違約有關之全國或地方經濟狀況明顯改變。

就按攤銷成本列賬之金融資產而言，已確認之減值虧損金額乃按該資產之賬面值與按金融資產原先實際利率折現之估計未來現金流量之現值間之差額計量。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### Impairment of financial assets (continued)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and other receivables and loan receivable, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 金融資產減值(續)

就按成本列賬之金融資產而言，減值虧損之金額以資產之賬面值與估計未來現金流量之現值(以類似金融資產之當前市場回報率折現)間之差額計量。該等減值虧損不會於其後期間撥回。

就所有金融資產而言，金融資產之賬面值直接按減值虧損調減，惟賬面值透過使用撥備賬目調減之應收賬項及其他應收款項以及應收貸款除外。撥備賬目之賬面值變動乃於損益內確認。倘應收賬項或其他應收款項被視為無法收回，則於撥備賬目撇銷。其後收回過往撇銷之款項計入損益。

當可供出售金融資產被視為減值時，先前於其他全面收入確認之累計收益或虧損會於本期間被重新分類至損益。

就按攤銷成本計量之金融資產而言，倘於往後期間，減值虧損金額減少，而該減少可客觀地與確認減值虧損後發生之事件相關聯，則先前確認之減值虧損透過損益撥回，惟該資產於撥回減值日期之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

就可供出售股本投資而言，早前確認至損益內之減值虧損不會透過損益撥回。於減值虧損後之任何公平價值增加直接於其他全面收入確認並於投資重估儲備中累計。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### Financial liabilities at amortised cost

Financial liabilities (including trade and other payables, amount due to an associate, bank and other borrowings and bonds payable) are subsequently measured at amortised cost, using the effective interest method.

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which case the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債及權益工具

集團實體發行之金融負債及權益工具乃根據已簽訂之合同安排之性質與金融負債及權益工具之定義分類為金融負債或權益。

##### 權益工具

權益工具乃證明實體於扣減所有負債後之資產中擁有剩餘權益之任何合同。本公司發行之權益工具於扣除直接發行成本後按已收所得款項記賬。

##### 實際利率法

實際利率法乃一種於相關期間內計算金融負債之攤銷成本及分配利息開支之方法。實際利率指於初始確認時將金融負債在預計年期或更短期間(如適用)內之估計未來現金付款(包括所有構成實際利率一部份的已付或已收費用及點數、交易成本以及其他溢價或折讓)準確折現至賬面淨值之折算率。

利息開支按實際利率基準確認。

##### 按攤銷成本列賬之金融負債

金融負債(包括應付賬項及其他應付款項、應付聯營公司款項、銀行及其他借貸以及應付債券)其後以實際利率法按攤銷成本計算。

##### 衍生金融工具

衍生工具於訂立衍生工具合約當日初步按公平價值確認,其後於報告期末結算日按公平價值重新計量,計算所得之盈虧即時於損益確認,惟如有關衍生工具被指定為有效的對沖工具則除外,在此情況下,其在損益確認之時間將取決於對沖關係之性質。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 4. 主要會計政策(續)

#### 金融工具(續)

##### 財務擔保合約

財務擔保合約乃規定發行人須作出特定付款以補償持有人因特定債務人未能根據債務工具條款支付到期款項而產生之虧損之合約。

本集團所發行財務擔保合約初始按其公平價值計量，並(倘並非指定為於損益以公平價值列賬)於其後按以下各項中之較高者計量：

- (i) 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之合約項下責任金額；及
- (ii) 初始確認之金額減(倘適用)於擔保期內確認之累計攤銷。

##### 取消確認

僅當從資產收取現金流量之合約權利已到期時，本集團方會取消確認金融資產。倘本集團保留已轉讓金融資產所有權之絕大部份風險及回報，則本集團繼續確認該金融資產，亦會就已收取之所有款項確認擔保借貸。

於取消確認金融資產時，資產賬面值與已收及應收代價總和間之差額以及已於其他全面收入確認及於權益累計之累計盈虧，將於損益中確認。

當且僅當本集團之責任獲解除、註銷或到期時，本集團方會取消確認金融負債。取消確認之金融負債賬面值與已付及應付代價間之差額，將於損益中確認。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

#### 4. 主要會計政策(續)

##### 有形及無形資產(商譽除外)之減值虧損(見上文有關商譽之會計政策)

於報告期末，本集團檢討其具有限使用年期之有形及無形資產之賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計有關資產之可收回金額，以釐定減值虧損之程度(如有)。具無限使用年期之無形資產及尚無法使用之無形資產會至少每年及於有跡象顯示其可能出現減值時進行減值測試。

倘無法個別估計資產之可收回金額，本集團則估算該資產所屬現金賺取單位之可收回金額。在可確定合理及一貫之分配基準情況下，公司資產亦分配至個別現金賺取單位，否則將分配至可確定合理及一貫之分配基準之最小現金賺取單位之組別。

可收回金額乃公平價值減出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量使用稅前折現率折現至其現值，該折現率反映貨幣時間價值之當前市場估計及未調整估計未來現金流量之資產(或現金賺取單位)特定風險。

倘估計資產(或現金賺取單位)之可收回金額低於其賬面值，資產(或現金賺取單位)之賬面值將被削減至其可收回金額。在分配減值虧損時，減值虧損之分配次序為首先用以削減任何商譽之賬面值(倘適用)，然後根據單位內每項資產之賬面值按比例分配至其他資產。一項資產之賬面值不予削減至低於下列各項中之最高值：公平價值減出售成本(倘可計量)、其使用價值(倘可確定)及零。原應分配至該項資產之減值虧損金額按比例分配至單位內之其他資產。減值虧損即時於損益確認。

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#### 4. SIGNIFICANT ACCOUNTING POLICIES (continued)

##### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above) (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

#### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### Critical judgment in applying accounting policies

The following is the critical judgement, apart from those involving estimation (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

#### 4. 主要會計政策(續)

##### 有形及無形資產(商譽除外)之減值虧損(見上文有關商譽之會計政策)(續)

倘減值虧損其後撥回，有關資產(或現金賺取單位)之賬面值將增加至其可收回金額之經修訂估計值，惟所增加之賬面值不得超過該項資產(或現金賺取單位)於過往年度並無確認減值虧損時所應釐定之賬面值。減值虧損撥回即時於損益確認。

#### 5. 關鍵會計判斷及估計不確定性的主要來源

於應用本集團的會計政策(於附註4載述)時，本公司董事須就從其他來源不顯而易見的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃以過往經驗及認為屬有關的其他因素為基礎。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘若會計估計修訂只影響該期間，則有關修訂會在修訂估計期間確認。倘若有關修訂既影響本期，亦影響未來期間，則有關修訂會在修訂期間及未來期間確認。

##### 應用會計政策之關鍵判斷

除涉及估計之判斷(見下文)以外，以下為董事於應用本集團會計政策過程中所作對綜合財務報表中確認之金額產生最重大影響之關鍵判斷。

### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Critical judgment in applying accounting policies (continued)

##### Classification of Truly (Hui Zhou) Smart Display Limited ("Truly HZ") as an associate

Note 20 describes that Truly HZ is an associate of the Group although the Group has 59.7% ownership interest and voting rights in Truly HZ. Other than the Group, there are two other shareholders in Truly HZ. The Directors assessed whether or not the Group has control over Truly HZ based on whether the Group has the practical ability to direct the relevant activities of Truly HZ unilaterally. Resolutions for relevant activities of Truly HZ require approval in shareholders' meetings as stated in the Articles of Association of Truly HZ. In making their judgement, the Directors considered the requirements for shareholders' meeting as stated in the Articles of Association of Truly HZ, in which it states a shareholders' meeting cannot be held without the presence of either one of the other two shareholders. On this basis, the Directors concluded that the Group does not have control but significant influence over Truly HZ because any resolutions to be passed in shareholders' meetings shall have the consent from either one of the other shareholders demonstrated by their action of being present in the meetings. Accordingly Truly HZ is classified as an associate of the Group.

### 5. 關鍵會計判斷及估計不確定性的主要來源 (續)

#### 應用會計政策之關鍵判斷 (續)

##### 將信利(惠州)智能顯示有限公司(「信利惠州」)分類為聯營公司

誠如附註20所述，儘管本集團擁有信利惠州59.7%擁有權權益及投票權，惟信利惠州為本集團的聯營公司。除本集團外，信利惠州另有兩名股東。董事評估本集團是否對信利惠州擁有控制權時，乃基於本集團是否有實際能力單方面管理信利惠州的相關業務。信利惠州的組織章程細則訂明，信利惠州相關業務的決議案須於股東大會上批准。於作出判斷時，董事考慮信利惠州組織章程細則訂明有關股東大會的要求，其規定不得在其餘兩名股東其中一名缺席的情況下舉行股東大會。據此，董事認為本集團對信利惠州並無控制權但有重大影響力，因任何於股東大會上通過的決議案須經其餘股東其中一名藉出席會議來表示同意。因此，信利惠州分類為本集團聯營公司。

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### 5. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

#### Key sources of estimation uncertainty

##### Estimated impairment of trade and bills receivables

The Group reviews the carrying amounts of its trade and bills receivables at the end of each reporting period to determine whether those trade and bills receivables have suffered an impairment loss. The management has exercised judgement when estimating the timing and future cash flows expected to be derived from the trade receivables and ascertain their future cash flows based on the credit history including default or delay in payments, settlement records and aging analysis of the trade receivables. Where the future cash flows of a receivable is estimated to be less than its carrying amount, an impairment loss will be provided for such a receivable and recognised in the profit or loss.

As detailed in note 24, as at 31 December 2017, trade and bills receivables amounted to HK\$4,391,506,000 (2016: HK\$6,980,561,000) are expected to be settled within twelve months from the end of the reporting period. In determining the amount of receivables, the management has exercised judgement in estimating the timing and future cash flows to be recovered and determined no impairment was necessary at the end of the reporting period. If the actual cash flows or timing of recovery are different from expectation, a material impairment loss may arise.

##### Estimated outcome of a litigation

As detailed in note 44(i), as at 31 December 2017, a subsidiary of the Company is a defendant in a legal action in Italy involving the alleged defective goods manufactured by the subsidiary according to its customers' designs and specifications. The claim against the subsidiary is approximately Euro 7.2 million (equivalent to approximately HK\$68 million) in aggregate. The directors believe, based on legal advice, that the case has legal and factual grounds to defend and therefore it is not probable that losses (including claims for costs) will be incurred. As a result, no provision has been made at the end of the reporting period in this regard.

### 5. 關鍵會計判斷及估計不確定性的主要來源 (續)

#### 估計不確定性的主要來源

##### 應收賬項及應收票據之估計減值

本集團於各報告期末審閱其應收賬項及應收票據之賬面值，以確定該等應收賬項及應收票據是否出現減值虧損。於估計有關時間及預期自應收賬項獲得之未來現金流量時，管理層已作出判斷及按信貸記錄(包括有關應收賬項之拖欠或延遲付款、結付記錄及賬齡分析)確定有關未來現金流量。倘估計應收款項之未來現金流量少於其賬面值，則會就該應收款項計提減值虧損撥備，並於損益確認。

誠如附註24所詳述，於二零一七年十二月三十一日，預期應收賬項及應收票據4,391,506,000港元(二零一六年：6,980,561,000港元)將於報告期末起計十二個月內結算。於釐定應收款項之金額時，管理層已就估計時間及將予收回之未來現金流量作出判斷，並釐定於報告期末毋須減值。倘實際現金流量或收回時間與預期出現差異，則可能導致重大減值虧損。

##### 訴訟的估計結果

誠如附註44(i)所詳述，於二零一七年十二月三十一日，本公司附屬公司為意大利一項法律訴訟的被告，訴訟乃關於該附屬公司被指稱根據其客戶的設計及規格製造有缺陷產品。向附屬公司索償的總額約為7,200,000歐元(相等於約68,000,000港元)。董事基於法律意見相信案件有法律及事實理據抗辯，故不大可能產生損失(包括成本索償)。因此，於報告期末並無就此作出撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 6. REVENUE

Revenue represents the gross proceeds received and receivable on the sale of goods during the year, net of sales tax, trade discounts and returns, and is analysed as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Sales of LCD products	銷售液晶體顯示器產品	15,083,343	16,952,981
Sales of electronic consumer products	銷售電子消費產品	5,650,075	5,118,540
		<b>20,733,418</b>	22,071,521

### 7. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of performance focuses on the sales of different types of products. Inter-segment sales are charged at prevailing market rates. Thus the Group is currently organised into two operating segments which are sales of LCD products and electronic consumer products. The information for each operating segment is as follows:

LCD products	— manufacture and distribution of LCD products and touch panel products
Electronic consumer products	— manufacture and distribution of electronic consumer products such as compact camera module, fingerprint identification modules, personal health care products and electrical devices

### 6. 收益

收益指年內貨品銷售之已收及應收所得款項總額扣除銷售稅、貿易折讓及退貨，分析如下：

### 7. 分類資料

向本公司董事會（即主要營運決策者）報告以分配資源及評估表現的報告資料集中於不同類別產品的銷售。分類間銷售乃按現行市價支銷。因此，本集團目前分為兩個經營分類，即銷售液晶體顯示器產品及電子消費產品。各經營分類的資料如下：

液晶體顯示器產品	— 製造及分銷液晶體顯示器產品及觸控屏產品
電子消費產品	— 製造及分銷電子消費產品（例如微型相機模組、指紋識別模組、個人保健產品及電子設備）

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## 綜合財務報表附註

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### 7. SEGMENT INFORMATION (continued)

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

#### For the year ended 31 December 2017

		LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	15,083,343	5,650,075	20,733,418	-	20,733,418
Inter-segment sales	分類間銷售	-	223,498	223,498	(223,498)	-
		15,083,343	5,873,573	20,956,916	(223,498)	20,733,418
RESULT	業績					
Segment result	分類業績	850,760	100,354	951,114	(13,765)	937,349
Finance costs	財務費用					(323,108)
Unallocated expenses	未分配開支					(426,953)
Profit before tax	稅前溢利					187,288

#### For the year ended 31 December 2016

		LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Segment total 分類總額 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
External sales	外銷	16,952,981	5,118,540	22,071,521	-	22,071,521
Inter-segment sales	分類間銷售	-	229,675	229,675	(229,675)	-
		16,952,981	5,348,215	22,301,196	(229,675)	22,071,521
RESULT	業績					
Segment result	分類業績	1,159,818	323,223	1,483,041	(14,146)	1,468,895
Finance costs	財務費用					(180,237)
Unallocated expenses	未分配開支					(416,306)
Profit before tax	稅前溢利					872,352

### 7. 分類資料(續)

#### 分類收益及業績

本集團按經營及報告分類劃分的收益及業績分析如下：

#### 截至二零一七年十二月三十一日止年度

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## 綜合財務報表附註

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### 7. SEGMENT INFORMATION (continued)

#### Segment revenues and results (continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned by each segment without allocation of central administration costs, directors' salaries, loss on fair value changes of derivative financial instruments, finance costs and share of results of associates. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

#### Other information

For the year ended 31 December 2017

	LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元	
Amounts included in the measure of segment profits:	計算分類溢利所包括的金額：			
Depreciation (including amounts capitalised in inventories)	折舊(包括於存貨資本化之金額)	872,298	240,209	1,112,507
Loss on disposal/write off of property, plant and equipment	出售/撇銷物業、 廠房及設備之虧損	95,659	1,430	97,089
Allowance for doubtful debts, net	呆賬撥備淨額	31,105	–	31,105
Allowance for doubtful debt for a specific customer, net of insurance compensation received	特定客戶之呆賬撥備 (扣除已收保險賠償)	322,662	91,007	413,669

For the year ended 31 December 2016

	LCD products 液晶體 顯示器產品 HK\$'000 千港元	Electronic consumer products 電子 消費產品 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元	
Amounts included in the measure of segment profits:	計算分類溢利所包括的金額：			
Depreciation (including amounts capitalised in inventories)	折舊(包括於存貨資本化之金額)	759,484	168,521	928,005
Loss on disposal/write off of property, plant and equipment	出售/撇銷物業、 廠房及設備之虧損	43,010	4,976	47,986
Reversal of allowance for doubtful debts, net	呆賬撥備撥回淨額	(2,436)	–	(2,436)

Segment assets and liabilities are not disclosed as they are not regularly reviewed by chief operating decision maker.

### 7. 分類資料(續)

#### 分類收益及業績(續)

經營分類之會計政策與附註4所述之本集團會計政策相同。分類溢利指未分配中央行政管理成本、董事薪金、衍生金融工具公平價值變動虧損、財務費用及分佔聯營公司業績之各分類所賺取溢利。此為向主要營運決策者報告以分配資源及評估表現之計算方法。

#### 其他資料

截至二零一七年十二月三十一日止年度

截至二零一六年十二月三十一日止年度

由於分類資產及負債並非由主要營運決策者定期審閱，故並無對該等資產及負債進行披露。

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## 綜合財務報表附註

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### 7. SEGMENT INFORMATION (continued)

#### Geographical information

The following table sets out information about (i) the Group's revenue from external customers by location of customers and (ii) the Group's non-current assets by location of assets.

		Revenue from external customers		Non-current assets	
		外部客戶收益		非流動資產	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
The PRC	中國	15,736,056	17,980,122	14,221,605	10,002,427
South Korea	南韓	912,926	1,076,247	–	–
Hong Kong	香港				
(country of domicile)	(本籍地)	688,524	584,632	80,455	72,938
Japan	日本	434,056	395,599	–	–
Europe	歐洲	1,540,453	1,277,159	–	–
Others	其他	1,421,403	757,762	–	–
		20,733,418	22,071,521	14,302,060	10,075,365

Notes:

- (i) Regarding revenue arising from sales to external customers in Europe and others, no individual countries are material and hence separate disclosure is not required.
- (ii) Non-current assets exclude available-for-sale investments and deferred tax assets.

附註：

- (i) 就來自歐洲及其他地區外部客戶的銷售收益而言，概無個別國家佔有重大份額，故並無呈列獨立披露資料。
- (ii) 非流動資產不包括可供出售投資及遞延稅項資產。

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A <sup>1</sup>	客戶甲 <sup>1</sup>	6,501,047	3,963,627
Customer B <sup>1</sup>	客戶乙 <sup>1</sup>	3,571,261	3,423,627
Customer C <sup>1</sup>	客戶丙 <sup>1</sup>	N/A 不適用 <sup>2</sup>	2,270,127

<sup>1</sup> Revenue from LCD products

<sup>2</sup> Revenue from the customer is less than 10% of the total sales of the Group

#### 主要客戶資料

於相應年度對本集團總銷售額貢獻超過10%之客戶收益如下：

<sup>1</sup> 來自液晶顯示器產品之收益

<sup>2</sup> 來自客戶之收益少於本集團總銷售額10%

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## 綜合財務報表附註

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### 8. OTHER INCOME

### 8. 其他收入

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Other income includes:	其他收入包括：		
Government grants (see note 39)	政府津貼(見附註39)	<b>88,684</b>	12,492
Interest income	利息收入	<b>27,795</b>	12,605
Interest income from an associate	來自聯營公司之利息收入	<b>10,203</b>	17,452
Rental income	租金收入	<b>11,379</b>	10,323
Compensation income	賠償收入	<b>40,585</b>	9,483
Dividends from available-for-sale investments	可供出售投資之股息	<b>311</b>	763
Sundry income	雜項收入	<b>2,836</b>	16,613
		<b>181,793</b>	79,731

### 9. OTHER GAINS AND LOSSES

### 9. 其他損益

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss on fair value changes of derivative financial instruments, net	衍生金融工具公平價值變動虧損淨額	<b>87,736</b>	33,195
Net foreign exchange (gain) loss	外匯(收益)虧損淨額	<b>(134,218)</b>	37,720
Loss on disposal/write-off of property, plant and equipment	出售/撇銷物業、廠房及設備之虧損	<b>97,089</b>	47,986
Allowance for (reversal of allowance for) doubtful debts, net	呆賬撥備(撥備撥回)淨額	<b>31,105</b>	(2,436)
Reversal of allowance for loan receivable	應收貸款撥備撥回	<b>(11,500)</b>	-
Gain on disposal of available-for-sale investments	出售可供出售投資之收益	-	(97,293)
Gain on disposal of non-current assets held for sale	出售持作出售非流動資產之收益	<b>(321)</b>	(865)
		<b>69,891</b>	18,307

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### 10. FINANCE COSTS

### 10. 財務費用

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借款之利息	271,751	157,862
Effective interest expense on bonds payable	應付債券之實際利息開支	51,357	22,375
		<b>323,108</b>	180,237

### 11. INCOME TAX EXPENSE

### 11. 所得稅開支

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current tax:	本期稅項：		
Hong Kong	香港	–	28,748
PRC Enterprise Income Tax	中國企業所得稅	142,762	142,273
Other jurisdictions	其他司法權區	1,085	592
		<b>143,847</b>	171,613
Net withholding tax paid	已付預扣稅淨額	23,950	12,585
		<b>167,797</b>	184,198
Under(over)provision in prior years:	過往年度撥備不足(超額撥備)：		
Hong Kong	香港	–	(58)
The PRC	中國	6,175	(691)
		<b>6,175</b>	(749)
Deferred tax (see note 32)	遞延稅項(見附註32)	(79,521)	12,336
Income tax expense for the year	本年度所得稅開支	<b>94,451</b>	195,785

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

香港利得稅乃就兩個年度內估計應課稅溢利按稅率 16.5% 計算。

Income tax arising in the PRC and other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

於中國及其他司法權區產生之所得稅按相關司法權區之現行稅率計算。

Pursuant to the relevant law and regulations in the PRC, two of the Company's PRC subsidiaries were approved as Hi-Tech Enterprise and entitled to 15% PRC enterprise income tax for three years from 2015 to 2017.

根據中國相關法律及法規，本公司兩間中國附屬公司獲批准為高新技術企業，由二零一五年至二零一七年三年間可享 15% 之中國企業所得稅率。

Pursuant to the PRC Enterprise Income Tax Law (the "EIT Law of PRC") and the Detailed Implementation Rules, distribution of the profits earned by the PRC subsidiaries since 1 January 2008 to holding companies incorporated in Hong Kong is subject to the PRC withholding tax at the applicable tax rates of 5% to 10%.

根據中國企業所得稅法(「中國企業所得稅法」)及實施條例細則，自二零零八年一月一日起，就向於香港註冊成立之控股公司分派中國附屬公司賺取之溢利須按 5% 至 10% 之適用稅率繳納中國預扣稅。

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### 11. INCOME TAX EXPENSE (continued)

The income tax expense for the year can be reconciled to the profit before tax per the consolidated statement of comprehensive income as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit before tax	稅前溢利	187,288	872,352
Add: share of results of associates	加：分佔聯營公司虧損	371,980	368,048
		<b>559,268</b>	1,240,400
Tax at the average income tax rate of 14.39% (2016: 15.17%) (Note)	按平均所得稅率 14.39% (二零一六年：15.17%) 課稅 (附註)	80,479	188,169
Tax effect of expenses not deductible for tax purpose	不可扣稅支出之稅務影響	32,322	22,820
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(47,899)	(57,958)
Under(over)provision in respect of prior years	過往年度撥備不足(超額撥備)	6,175	(749)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	26,940	23,062
Withholding tax on undistributed earnings of PRC subsidiaries	中國附屬公司未分派盈利之預扣稅	14,486	25,908
(Over)underprovision of withholding tax in respect of PRC subsidiaries on distributed earnings in prior years	中國附屬公司過往年度已分派盈利之預扣稅(超額撥備)撥備不足	(12,603)	383
Others	其他	(5,449)	(5,850)
Income tax expense for the year	本年度所得稅開支	<b>94,451</b>	195,785

Note: The average income tax rate for the year ended 31 December 2017 and 2016 represents the weighted average tax rate of the operations in different jurisdictions on the basis of the relevant amounts of profit (loss) before tax and the tax rate of the relevant entities for the year.

### 11. 所得稅開支(續)

本年度之所得稅開支與綜合全面收益表之稅前溢利之對賬如下：

附註：截至二零一七年及二零一六年十二月三十一日止年度之平均所得稅率指根據稅前溢利(虧損)相關款額及年內相關實體之稅率計算之不同司法權區業務之加權平均稅率。

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### 12. PROFIT FOR THE YEAR

### 12. 本年度溢利

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利乃於扣除以下各項後達致：		
Auditor's remuneration	核數師酬金	<b>3,200</b>	3,000
Cost of inventories recognised as expenses	確認為開支之存貨成本	<b>17,881,679</b>	19,115,501
Research expenses (included in cost of sales)	研究開支 (列入銷售成本)	<b>811,572</b>	760,342
Depreciation of property, plant and equipment (including amounts capitalised in inventories)	物業、廠房及設備折舊(包括於存貨資本化之金額)	<b>1,112,507</b>	928,005
Operating lease rental in respect of rented premises	租賃物業之經營租約租金	<b>16,489</b>	11,734
Release of prepaid lease payments	解除預付租賃款項	<b>8,441</b>	6,864
Staff costs, inclusive of directors' remuneration:	員工成本， 包括董事酬金：		
Salaries and other benefits	薪金及其他福利	<b>1,756,665</b>	1,805,287
Retirement benefits scheme contributions	退休福利計劃供款	<b>140,583</b>	152,058
		<b>1,897,248</b>	1,957,345

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

2017

#### (a) EXECUTIVE DIRECTORS

	Lam Wai Wah (Chairman and Managing Director) 林偉華 (主席及董事 總經理)	Wong Pong Chun, James (Executive Director) 黃邦俊 (執行董事)	Cheung Tat Sang (Marketing Director) 張達生 (市場推廣 董事)	Total 總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	-	-	-
Other emoluments:	其他酬金：			
Salaries and other benefits	薪金及其他福利	4,028	1,924	2,553
Performance related incentive payments (note)	與表現掛鈎之獎金 (附註)	9,157	468	615
Contributions to retirement benefit scheme	退休福利計劃供款	36	36	36
Sub-total	小計	13,221	2,428	3,204
		18,553		18,553

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

### 13. 董事及行政總裁酬金

根據適用上市規則及公司條例披露年內董事及行政總裁之酬金如下：

二零一七年

#### (a) 執行董事

上述所示執行董事之酬金主要為彼等就管理本公司及本集團事務時提供服務之酬金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

2017 (continued)

#### (b) NON-EXECUTIVE DIRECTOR

		Li Jian Hua (Production Managing Director) 李建華 (生產部 董事總經理)	Total 總額
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	–	–
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	2,305	2,305
Performance related incentive payments (note)	與表現掛鈎之獎金 (附註)	192	192
Contributions to retirement benefit scheme	退休福利計劃供款	8	8
Sub-total	小計	2,505	2,505

The non-executive director's emolument shown above was mainly for his service as Director of the Company or its subsidiary.

上述所示非執行董事之酬金主要為彼就擔任本公司或其附屬公司董事時提供服務之酬金。

#### (c) INDEPENDENT NON-EXECUTIVE DIRECTORS

		Chung Kam Kwong 鍾錦光 HK\$'000 千港元	Ip Cho Ting, Spencer 葉祖亭 HK\$'000 千港元	Heung Kai Sing 香啟誠 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Fees	袍金	264	132	132	528
Other emoluments:	其他酬金：				
Salaries and other benefits	薪金及其他福利	–	–	–	–
Performance related incentive payments	與表現掛鈎之獎金	–	–	–	–
Contributions to retirement benefit scheme	退休福利計劃供款	–	–	–	–
Sub-total	小計	264	132	132	528

#### (c) 獨立非執行董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

2017 (continued)

#### (c) INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

The independent non-executive directors' emoluments shown above were mainly for their services as Directors of the Company.

	HK\$'000 千港元
Total for all directors in 2017	21,886

2016

#### (a) EXECUTIVE DIRECTORS

二零一六年

#### (a) 執行董事

	Lam Wai Wah (Chairman and Managing Director) 林偉華 (主席及董事 總經理)	Wong Pong Chun, James (Executive Director) 黃邦俊 (執行董事)	Cheung Tat Sang (Marketing Director) 張達生 (市場推廣 董事)	Total 總額
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees	-	-	-	-
Other emoluments:	袍金			
Salaries and other benefits	3,662	1,934	2,490	8,086
Performance related incentive payments (note)	21,437	936	5,706	28,079
Contributions to retirement benefit scheme	36	36	36	108
Sub-total	25,135	2,906	8,232	36,273

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

上述所示執行董事之酬金主要為彼等就管理本公司及本集團事務時提供服務之酬金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

2016 (continued)

#### (b) NON-EXECUTIVE DIRECTOR

		Li Jian Hua (Production Managing Director) 李建華 (生產部 董事總經理)	Total
		HK\$'000 千港元	HK\$'000 千港元
Fees	袍金	–	–
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	1,279	1,279
Performance related incentive payments (note)	與表現掛鈎之獎金 (附註)	165	165
Contributions to retirement benefit scheme	退休福利計劃供款	5	5
Sub-total	小計	1,449	1,449

The non-executive director's emolument shown above was mainly for his service as director of the Company or its subsidiary.

上述所示非執行董事之酬金主要為彼就擔任本公司或其附屬公司董事時提供服務之酬金。

### 13. 董事及行政總裁酬金(續)

二零一六年(續)

#### (b) 非執行董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 13. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

2016 (continued)

#### (c) INDEPENDENT NON-EXECUTIVE DIRECTORS

		Chung Kam Kwong 鍾錦光 HK\$'000 千港元	Ip Cho Ting, Spencer 葉祖亭 HK\$'000 千港元	Heung Kai Sing 香啟誠 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Fees	袍金	264	132	132	528
Other emoluments:	其他酬金：				
Salaries and other benefits	薪金及其他福利	-	-	-	-
Performance related incentive payments	與表現掛鈎之獎金	-	-	-	-
Contributions to retirement benefit scheme	退休福利計劃供款	-	-	-	-
Sub-total	小計	264	132	132	528

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

上述所示獨立非執行董事之酬金主要為彼等就擔任本公司董事時提供服務之酬金。

		HK\$'000 千港元
Total for all directors in 2016	二零一六年全體董事總計	38,250

Note: The performance related incentive payments are based on the remuneration approved by the remuneration committee for the years ended 31 December 2017 and 2016.

附註：與表現掛鈎之獎金乃根據截至二零一七年及二零一六年十二月三十一日止年度薪酬委員會批准之酬金釐定。

Mr. Lam Wai Wah is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

林偉華先生亦為本公司行政總裁，彼於上文披露之酬金包括彼作為行政總裁時提供服務之酬金。

Neither the Chief Executive nor any of the Directors waived any emoluments during the years ended 31 December 2017 and 2016.

截至二零一七年及二零一六年十二月三十一日止年度，概無行政總裁或任何董事放棄收取任何酬金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 14. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included four (2016: four) directors and the chief executive, details of whose remunerations are set out in note 13 above. Details of the remuneration for the year of the remaining one (2016: one) highest paid employee who is neither a director nor chief executive of the Company are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,808	1,775
Performance related incentive payments	與表現掛鈎之獎金	362	725
Contributions to retirement benefit scheme	退休福利計劃供款	18	18
		<b>2,188</b>	2,518

His emoluments were within the following bands:

		2017 二零一七年 Number of employee 僱員數目	2016 二零一六年 Number of employee 僱員數目
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	-	1

### 14. 五名最高薪酬僱員

年內，本集團五名最高薪酬僱員包括四名(二零一六年：四名)董事及行政總裁，其酬金詳情載於上文附註13。年內，其餘一名(二零一六年：一名)並非本公司董事或行政總裁之最高薪酬僱員之酬金詳情如下：

有關僱員酬金之金額介乎：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 15. DIVIDENDS

### 15. 股息

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Dividends recognised as distribution during the year:	本年度確認為分派之股息：		
2017 Interim dividend of 1 HK cent (2016: Interim dividend of 7 HK cents) per share	二零一七年中期股息每股1港仙 (二零一六年：中期股息每股7港仙)	<b>29,071</b>	203,497
2016 Final dividend of 2 HK cents (2015: Final dividend of 3 HK cents) per share	二零一六年末期股息每股2港仙 (二零一五年：末期股息每股3港仙)	<b>58,142</b>	87,213
		<b>87,213</b>	290,710

The 2017 interim dividend in aggregate of 1 HK cent (2016: 7 HK cents) per share amounting to approximately HK\$29,071,000 (2016: HK\$203,497,000), which was paid in September 2017 to shareholders on the register of members of the Company at the close of business on 15 June 2017, based on 2,907,099,398 (2016: 2,907,099,398) ordinary shares in issue.

No final dividend has been paid or declared by the Company in respect of the year ended 31 December 2017 (2016: final dividend of 2 HK cents per share based on 2,907,099,398 ordinary shares, amounting to approximately HK\$58,142,000, in respect of the year ended 31 December 2016).

本公司按已發行2,907,099,398股(二零一六年：2,907,099,398股)普通股計算，向於二零一七年六月十五日營業時間結束時名列本公司股東名冊之股東派付二零一七年年中期股息合共每股1港仙(二零一六年：7港仙)，金額約為29,071,000港元(二零一六年：203,497,000港元)，有關股息已於二零一七年九月派付。

董事不建議就截至二零一七年十二月三十一日止年度派付末期股息(二零一六年：按2,907,099,398股普通股計算截至二零一六年十二月三十一日止年度之末期股息每股2港仙，金額約為58,142,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 16. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the following data:

#### Earnings

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Earnings for the purposes of basic earnings per share (Profit for the year attributable to owners of the Company)	用以計算每股基本盈利之盈利 (本公司擁有人應佔本年度溢利)	<b>62,987</b>	581,867

#### Number of shares

		2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
Weighted average number of ordinary shares for the purposes of basic earnings per share	用以計算每股基本盈利之加權平均普通股數目	<b>2,962,039</b>	2,907,099

No diluted earnings per share is presented as there were no potential ordinary shares outstanding at the end of the reporting date.

### 16. 每股盈利

每股基本盈利乃根據下列數據計算：

#### 盈利

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Earnings for the purposes of basic earnings per share (Profit for the year attributable to owners of the Company)	用以計算每股基本盈利之盈利 (本公司擁有人應佔本年度溢利)	<b>62,987</b>	581,867

#### 股份數目

		2017 二零一七年 '000 千股	2016 二零一六年 '000 千股
Weighted average number of ordinary shares for the purposes of basic earnings per share	用以計算每股基本盈利之加權平均普通股數目	<b>2,962,039</b>	2,907,099

由於報告期末並無重大潛在已發行普通股，故並無呈列每股攤薄盈利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>COST</b>	<b>成本</b>						
At 1 January 2016	於二零一六年一月一日	1,472,901	1,233,736	9,198,168	36,321	531,470	12,472,596
Currency realignment	貨幣調整	(89,123)	(89,654)	(724,013)	(1,456)	(47,328)	(951,574)
Additions	添置	-	252,789	1,217,534	1,813	1,367,871	2,840,007
Disposals/write off	出售/撇銷	(2,837)	(250)	(206,700)	(2,531)	(1,809)	(214,127)
Transfers	調撥	165,547	-	552,960	-	(718,507)	-
At 31 December 2016	於二零一六年十二月三十一日	1,546,488	1,396,621	10,037,949	34,147	1,131,697	14,146,902
Currency realignment	貨幣調整	99,081	109,561	943,671	1,552	91,574	1,245,439
Additions	添置	2,076	214,242	3,057,645	4,847	819,925	4,098,735
Disposals/write off	出售/撇銷	-	-	(365,612)	(1,728)	-	(367,340)
Transfers	調撥	9,281	-	177,460	-	(186,741)	-
At 31 December 2017	於二零一七年十二月三十一日	1,656,926	1,720,424	13,851,113	38,818	1,856,455	19,123,736
<b>DEPRECIATION</b>	<b>折舊</b>						
At 1 January 2016	於二零一六年一月一日	325,716	554,357	4,594,719	28,808	-	5,503,600
Currency realignment	貨幣調整	(16,611)	(41,315)	(338,462)	(1,189)	-	(397,577)
Provided for the year	年度撥備	38,927	135,313	751,205	2,560	-	928,005
Eliminated on disposals/write off	出售/撇銷對銷	(630)	(139)	(126,460)	(1,967)	-	(129,196)
At 31 December 2016	於二零一六年十二月三十一日	347,402	648,216	4,881,002	28,212	-	5,904,832
Currency realignment	貨幣調整	19,554	54,491	403,958	1,323	-	479,326
Provided for the year	年度撥備	44,581	158,810	905,662	3,454	-	1,112,507
Eliminated on disposals/write off	出售/撇銷對銷	-	-	(261,436)	(1,301)	-	(262,737)
At 31 December 2017	於二零一七年十二月三十一日	411,537	861,517	5,929,186	31,688	-	7,233,928
<b>CARRYING VALUES</b>	<b>賬面值</b>						
At 31 December 2017	於二零一七年十二月三十一日	1,245,389	858,907	7,921,927	7,130	1,856,455	11,889,808
At 31 December 2016	於二零一六年十二月三十一日	1,199,086	748,405	5,156,947	5,935	1,131,697	8,242,070

The cost of leasehold land and buildings is depreciated over forty years or the terms of the respective leases, whichever is the shorter, using the straight-line method.

租賃土地及樓宇之成本以直線法以四十年年期或各自租賃年期(以較短者為準)折舊。

The other items of property, plant and equipment, other than construction in progress, are depreciated on a reducing balance method at the following rates per annum:

其他物業、廠房及設備項目(在建工程除外)以餘額遞減法,按以下年率計算折舊:

Furniture, fixtures and equipment	10% to 20%
Plant and machinery	11% to 15%
Motor vehicles	25% to 30%

傢俬、裝置及設備	10% 至 20%
廠房及機器	11% 至 15%
汽車	25% 至 30%

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### 18. PREPAID LEASE PAYMENTS

### 18. 預付租賃款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The Group's prepaid lease payments comprise:	本集團預付租賃款項包括：		
Land use rights in the PRC	在中國持有之土地使用權	370,054	285,956
Analysed for reporting purposes as:	就匯報目的分析如下：		
Non-current asset	非流動資產	361,225	279,065
Current asset	流動資產	8,829	6,891
		<b>370,054</b>	<b>285,956</b>

### 19. INTANGIBLE ASSETS

### 19. 無形資產

		Technical know-how 技術專業知識 HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2016, 31 December 2016 and 31 December 2017	於二零一六年一月一日、二零一六年十二月三十一日及二零一七年十二月三十一日	23,230
<b>AMORTISATION</b>	<b>攤銷</b>	
At 1 January 2016 and 31 December 2016 and 31 December 2017	於二零一六年一月一日、二零一六年十二月三十一日及二零一七年十二月三十一日	23,230
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2017	於二零一七年十二月三十一日	-
At 31 December 2016	於二零一六年十二月三十一日	-

Technical know-how are amortised on a straight-line basis over four years.

技術專業知識乃以直線法攤銷，攤銷期為四年。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 20. INTERESTS IN ASSOCIATES

### 20. 於聯營公司的權益

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of investments — unlisted	投資成本 — 非上市	2,574,599	1,528,099
Share of results and other comprehensive expense	應佔業績及其他全面開支	(803,010)	(432,784)
Exchange difference arising on translation	換算產生之外匯差額	(22,808)	(130,055)
		<b>1,748,781</b>	965,260

Details of the Group's associates at the end of the reporting period are as follows:

本集團於報告期末的聯營公司詳情如下：

Name of entity 實體名稱	Form of entity 實體形式	Place of registration 註冊地點	Principal place of operation 主要營業地點	Class of shares 股份類別	Proportion of ownership interest held by the Group 本集團持有之所有權益比例		Principal activities 主要業務
					2017 二零一七年	2016 二零一六年	
Truly HZ 信利惠州	Incorporated 註冊成立	The PRC 中國	The PRC 中國	Registered capital 註冊資本	59.7%* (Note i) (附註 i)	53% (Note i) (附註 i)	Development and production of semiconductor products 開發及生產半導體產品
杭州登虹科技有限公司 (「杭州登虹科技」)	Incorporated 註冊成立	The PRC 中國	The PRC 中國	Registered capital 註冊資本	12.5% (Note ii) (附註 ii)	12.5% (Note ii) (附註 ii)	Development and production of intelligent camera 開發及生產智能相機
Truly (Renshou) High-end Display Technology Limited (「Truly RS」) 信利(仁壽)高端顯示科技 有限公司(「信利仁壽」)	Incorporated 註冊成立	The PRC 中國	The PRC 中國	Registered capital 註冊資本	7.1%* (Note iii) (附註 iii)	N/A 不適用	Development and production of LCD products (set up stage in 2017) 開發及生產液晶顯示器產品(於二零一七年成立)

\* Rounded to one decimal point for disclosure purpose.

\* 就披露目的四捨五入至一個小數點。

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## 綜合財務報表附註

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### 20. INTERESTS IN ASSOCIATES (continued)

Notes:

- (i) According to the Articles of Association of Truly HZ, shareholders' meeting cannot be held without the presence of either one of the other two shareholders. The Directors of the Company consider that the Group does not have control but only significant influence over Truly HZ under such a term because any resolutions to be passed in shareholders' meetings shall have the consent from either one of the other shareholders demonstrated by their action of being present in the meetings. Truly HZ is therefore classified as an associate of the Group.

On 16 June 2016, 信利半導體有限公司 ("信利半導體"), an indirect wholly-owned subsidiary of the Company, entered into a capital increase agreement with the other two shareholders to increase the registered capital of Truly HZ from RMB2,000,000,000 to RMB2,300,000,000.

On 5 May 2017, 信利半導體 entered into a capital increase agreement with the other two shareholders to increase the registered capital of Truly HZ from RMB2,300,000,000 to RMB2,682,641,157 by capitalisation of an amount due from Truly HZ of RMB410,000,000 (equivalent to approximately HK\$471,500,000).

- (ii) The Group is able to exercise significant influence over 杭州登虹科技 because it has the power to appoint one out of five directors of 杭州登虹科技 under the Articles of Association of 杭州登虹科技 where the relevant activities of 杭州登虹科技 is directed by the board of directors.
- (iii) The Group has significant influence over Truly RS by virtue of the substantial voting right of 67.1% granted to the Group in the first ten years since the incorporation of Truly RS, as stated in the shareholders' agreement of Truly RS. Other than the Group, there are two other shareholders in Truly RS. According to the Articles of Association of Truly RS, shareholders' meeting cannot be held without the presence of either one of the other two shareholders. The Directors of the Company consider that the Group does not have control but only significant influence over Truly RS under such a term because relevant activities of the associate is directed through shareholder's meeting and any resolutions to be passed in shareholders' meetings shall have the consent from either one of the other shareholders demonstrated by their action of being present in the meetings. Truly RS is therefore classified as an associate of the Group.

### 20. 於聯營公司的權益(續)

附註：

- (i) 根據信利惠州的組織章程細則，不得在其餘兩名股東其中一名缺席的情況下舉行股東大會。本公司董事認為在該條款下，本集團對信利惠州並無控制權，僅有重大影響力，因任何於股東大會上通過的決議案須經其餘股東其中一名藉出席會議來表示同意。因此，信利惠州分類為本集團聯營公司。

於二零一六年六月十六日，本公司之間接全資附屬公司信利半導體有限公司(「信利半導體」)與其他兩名股東訂立增資協議，以將信利惠州之註冊資本由人民幣2,000,000,000元增加至人民幣2,300,000,000元。

於二零一七年五月五日，信利半導體與其他兩名股東訂立增資協議，藉由將應收信利惠州款項人民幣410,000,000元(相當於約471,500,000港元)撥充資本，將信利惠州之註冊資本由人民幣2,300,000,000元增加至人民幣2,682,641,157元。

- (ii) 由於本集團有權根據杭州登虹科技之組織章程細則委任一名董事作為該公司五名董事之一，故本集團可對杭州登虹科技行使重大影響力，而杭州登虹科技的相關活動由董事會主導。
- (iii) 誠如信利仁壽股東協議所載，本集團對信利仁壽有重大影響力，原因是本集團自信利仁壽註冊成立起計首十年獲授67.1%重大投票權。除本集團外，信利仁壽尚有其他兩名股東。根據信利仁壽的組織章程細則，不得在其餘兩名股東其中一名缺席的情況下舉行股東大會。本公司董事認為在該條款下，本集團對信利仁壽並無控制權，僅有重大影響力，因該聯營公司相關活動乃透過股東大會主導及任何於股東大會上通過的決議案須經其餘股東其中一名藉出席會議來表示同意。因此，信利仁壽分類為本集團聯營公司。

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For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 20. INTERESTS IN ASSOCIATES (continued)

#### Summarised financial information of material associates

Summarised financial information in respect of the Group's material associates is set out below. The summarised financial information below represents amounts shown in the associates' financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

#### Truly HZ

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	1,339,940	937,721
Non-current assets	非流動資產	6,072,966	5,623,604
Current liabilities	流動負債	2,462,889	1,987,344
Non-current liabilities	非流動負債	3,219,417	2,784,811
Revenue	收益	710,423	65,590
Loss for the year	本年度虧損	(668,006)	(695,574)
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	3,307	(4,629)
Total comprehensive expense for the year	本年度全面開支總額	(664,699)	(700,203)

### 20. 於聯營公司的權益(續)

#### 重大聯營公司的財務資料概要

有關本集團重大聯營公司的財務資料概要載列如下。以下財務資料概要指按照香港財務報告準則所編制聯營公司財務報表內所示的金額。

所有該等聯營公司乃採用權益會計法於此等綜合財務報表入賬。

#### 信利惠州

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 20. INTERESTS IN ASSOCIATES (continued)

#### Summarised financial information of material associates (continued)

##### Truly HZ (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net assets of Truly HZ	信利惠州資產淨值	1,730,600	1,789,170
Proportion of the Group's ownership interest in Truly HZ	本集團於信利惠州的所有權權益比例	59.7%	53%
Goodwill	商譽	1,033,236 92,539	948,260 -
Carrying amount of the Group's interest in Truly HZ	本集團於信利惠州的權益的賬面值	1,125,775	948,260

##### Truly RS

##### 信利仁壽

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	1,208,425	-
Non-current assets	非流動資產	2,393,870	-
Current liabilities	流動負債	1,728	-
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	(2,330)	-

### 20. 於聯營公司的權益 (續)

#### 重大聯營公司的財務資料概要 (續)

##### 信利惠州 (續)

上述財務資料概要與綜合財務報表內確認於聯營公司的權益的賬面值對賬如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 20. INTERESTS IN ASSOCIATES (continued)

#### Summarised financial information of material associates (continued)

##### Truly RS (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net assets of Truly RS	信利仁壽資產淨值	3,600,567	–
Capital not yet contributed by other shareholders	其他股東尚未注入的資本	4,804,000	–
		8,404,567	–
Proportion of the Group's ownership interest in Truly RS	本集團於信利仁壽的所有權權益比例	7.1%	–
Carrying amount of the Group's interest in Truly RS	本集團於信利仁壽的權益的賬面值	600,326	–

#### Information of associate that is not material

杭州登虹科技

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The Group's share of profit from operations	本集團應佔經營溢利	4,136	606
The Group's share of total comprehensive income	本集團應佔全面收入總額	4,136	606
Carrying amount of the Group's interest in the associate	本集團於聯營公司的權益的賬面值	22,680	17,000

### 20. 於聯營公司的權益(續)

#### 重大聯營公司的財務資料概要(續)

##### 信利仁壽(續)

上述財務資料概要與綜合財務報表內確認於聯營公司的權益的賬面值對賬如下：

#### 不重大的聯營公司的資料

杭州登虹科技

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 21. AVAILABLE-FOR-SALE INVESTMENTS

### 21. 可供出售投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Listed equity shares in Hong Kong (note a)	於香港上市之權益股份(附註a)	6,174	14,693
Unlisted equity shares, at cost (note b)	非上市權益股份(按成本值)(附註b)	18,624	18,624
Less: Impairment loss recognised	減: 已確認減值虧損	(18,624)	(18,047)
		—	577
<b>Total</b>	<b>總額</b>	<b>6,174</b>	<b>15,270</b>

Notes:

- (a) The investment represents equity interest in a company with its shares listed on the Stock Exchange, which is stated at fair value. The fair value of listed equity security is determined based on quoted market bid price available from the relevant stock exchange. During the year ended 31 December 2017, impairment loss of HK\$8,519,000 (2016: HK\$2,188,000) has been recognised in profit or loss.
- (b) The investments represent the unlisted equity shares issued by private entities in Japan and Taiwan. The investments are stated at cost less impairment because the range of reasonable fair value estimates is so significant that the Directors of the Company are of the opinion that their fair value cannot be measured reliably. The directors had assessed the relevant recoverable amount and an impairment loss of HK\$577,000 (2016: nil) has been recognised in profit or loss.

附註:

- (a) 該投資指於一間公司的股本權益，該公司的股份於聯交所上市，並按公平價值列賬。上市股本證券的公平價值按於有關證券交易所所報的市場買入價釐定。截至二零一七年十二月三十一日止年度，減值虧損8,519,000港元(二零一六年：2,188,000港元)已於損益確認。
- (b) 該投資指日本及台灣私人實體發行的非上市權益股份。由於其合理公平價值之估計範圍過大，本公司董事認為其公平價值不能可靠計量，故按成本值減減值入賬。於過往年度，董事已經評估相關可收回金額，減值虧損577,000港元(二零一六年：零)已於損益確認。

### 22. INVENTORIES

### 22. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials	原材料	1,249,151	1,199,232
Work in progress	在製品	393,026	762,342
Finished goods	製成品	937,442	641,644
		2,579,619	2,603,218

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## 綜合財務報表附註

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### 23. LOAN RECEIVABLE

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest-free loan receivable	免息應收貸款	23,359	32,748
Less: allowance for loan receivable	減：應收貸款撥備	(23,359)	(32,748)
		-	-

During the year ended 31 December 2017, an amount of approximately HK\$11,500,000 has been received and accordingly the amount is recognised in profit or loss as a reversal of allowance for loan receivable. The Directors have assessed the expected future cash flows to be generated and allowance for the remaining balance of loan receivable was provided against the carrying amount as at 31 December 2017 and 2016.

截至二零一七年十二月三十一日止年度，已收取款項約11,500,000港元，因此該款項已於損益確認為應收貸款撥備撥回。於二零一七年及二零一六年十二月三十一日，董事已經評估預期將產生之未來現金流量，且已就賬面值計提應收貸款餘額撥備。

### 24. TRADE AND OTHER RECEIVABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade and bills receivables	應收賬項及應收票據	4,969,619	6,992,502
Less: Allowance for doubtful debts	減：呆賬撥備	(578,113)	(11,941)
		4,391,506	6,980,561
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	1,365,772	541,655
Total trade and other receivables	應收賬項及其他應收款項總額	5,757,278	7,522,216

The Group allows a credit period ranging from 30 to 90 days to its trade customers. Included in trade and bills receivables are bills receivables with the carrying amount of HK\$307,408,000 (2016: HK\$360,656,000). The amounts are unsecured, interest-free and with a maturity period ranging from 30 to 90 days.

本集團給予其貿易客戶介乎30至90日不等之信貸期。應收賬項及應收票據內包括賬面值為307,408,000港元(二零一六年：360,656,000港元)之應收票據。該款項為無抵押、免息及到期期限介乎30至90日不等。

Included in the other receivables are other PRC tax recoverable of HK\$511,347,000 (2016: HK\$394,231,000) and deposits paid for acquisition of other current assets of HK\$368,160,000 (2016: nil).

其他應收款項內包括其他可收回中國稅項511,347,000港元(二零一六年：394,231,000港元)及收購其他流動資產之已收按金368,160,000港元(二零一六年：零)。

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## 綜合財務報表附註

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### 24. TRADE AND OTHER RECEIVABLES (continued)

The Group's trade and bills receivables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Denominated in HKD	以港元計值	24,888	27,789
Denominated in Euro	以歐元計值	422	378

The following is an aged analysis of trade and bills receivables presented based on the invoice date at the end of the reporting period, net of the allowance for doubtful debts at the reporting date:

		2017 二零一七年			2016 二零一六年		
		Trade receivables	Bills receivables	Total	Trade receivables	Bills receivables	Total
		應收賬項	應收票據	合計	應收賬項	應收票據	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Within 60 days	60日內	3,117,306	244,652	3,361,958	4,260,786	219,799	4,480,585
61 to 90 days	61至90日	574,597	13,795	588,392	859,364	75,325	934,689
More than 90 days	超過90日	392,195	48,961	441,156	1,499,755	65,532	1,565,287
		4,084,098	307,408	4,391,506	6,619,905	360,656	6,980,561

Before accepting any new customer, the Group has assessed the potential customer's credit quality and defined credit rating limits for each customer. Limits attributed to customers are reviewed once a year. 91% (2016: 78%) of the trade receivables are neither past due nor impaired having settlement subsequent to the reporting date and with no past history of defaults in payment.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$384,878,000 (2016: HK\$1,474,892,000) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

### 24. 應收賬項及其他應收款項(續)

本集團以有關集團實體功能貨幣以外之貨幣列值之應收賬項及應收票據載列如下：

於報告日之應收賬項及應收票據(於報告期末按發票日期呈列)減呆賬撥備之賬齡分析如下：

於接納任何新客戶前，本集團會評估潛在客戶之信貸質素及確定各客戶之信貸評級限額。給予客戶之信貸限額每年審查一次。於報告日結算後，91% (二零一六年：78%) 之應收賬項均未過期及減值，且過往並無拖欠記錄。

本集團之應收賬項結餘內包括總賬面值為384,878,000港元(二零一六年：1,474,892,000港元)之應收賬款，該筆款項於報告日已過期，惟由於其信貸質素並無重大變動且該金額仍視為可收回，因此本集團並無作出減值虧損撥備。本集團並無就該等結餘持有任何抵押。

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### 24. TRADE AND OTHER RECEIVABLES (continued)

#### Ageing of trade and bills receivables which are past due but not impaired

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 60 days	60日內	263,749	970,595
61 to 90 days	61至90日	30,512	256,731
More than 90 days	超過90日	90,617	247,566
Total	總額	384,878	1,474,892

In determining the recoverability of trade and bills receivables and other receivables, the Group considers the credit history including default or delay in payments, settlement records and aging analysis of the trade receivables. Accordingly, the Directors believe that there is no further credit provision required in excess of the allowance already made.

As at 31 December 2016, the Group had outstanding trade receivables from two customers with an aggregate amount of HK\$1,070,117,000 of which HK\$1,030,270,000 were past due but not impaired. During the current year, HK\$516,048,000 has been settled. But the remaining balance of HK\$554,069,000 has not been settled according to the agreed repayment schedules and therefore full allowance for doubtful debts of a customer, Lemobile Information Technology (Beijing) Co., Ltd. of HK\$413,669,000 has been recognised in profit or loss (net of insurance compensation of HK\$140,400,000 received).

An allowance was provided on doubtful debts due from trade and other receivables and the movement is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	11,941	18,553
Impairment losses recognised on receivables	已就應收款項確認之減值虧損	585,670	1,667
Reversal of impairment losses recognised on receivables	撥回就應收款項確認之減值虧損	(496)	(4,103)
Write off as uncollectible	撇銷為不可收回之款項	(19,002)	(4,176)
Balance at end of the year	年終結餘	578,113	11,941

### 24. 應收賬項及其他應收款項(續)

#### 已過期但未減值之應收賬項及應收票據之賬齡

於釐定應收賬項及應收票據及其他應收款項之可收回性時，本集團會考慮應收賬項之信貸歷史(包括拖欠付款、還款記錄及賬齡分析)。因此，董事認為無須進一步作出超過已作撥備之信貸撥備。

於二零一六年十二月三十一日，本集團有兩名客戶結欠之應收賬項合共1,070,117,000港元，其中1,030,270,000港元為已逾期但未減值。於本年度，516,048,000港元經已償付。惟餘額554,069,000港元尚未根據協定還款時間表償付，因此一名客戶樂視移動智能信息技術(北京)有限公司之全數呆賬撥備413,669,000港元已於損益確認(已扣除已收保險賠償140,400,000港元)。

已就應收賬項及其他應收款項之應收呆賬計提撥備，有關變動如下：

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## 綜合財務報表附註

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### 25. DERIVATIVE FINANCIAL INSTRUMENTS

### 25. 衍生金融工具

		Notes 附註	Assets 資產		Liabilities 負債	
			2017	2016	2017	2016
			二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元
Foreign currency forwards	外匯遠期	(i)	–	–	76,167	–
Foreign currency swaps	外匯掉期	(ii)	17,370	27,894	5,757	21,158
Structured foreign currency forwards	結構式外匯遠期	(iii)	–	–	58,516	64,387
			17,370	27,894	140,440	85,545

Notes:

(i) Foreign currency forwards

The Group has entered into certain foreign currency forward contracts to hedge against the depreciation of Renminbi (“RMB”) against USD for certain agreed periods of time. The Group and the respective banks would settle with reference to the difference between the spot rate of RMB against USD and the strike price on the predetermined settlement date as per the contract.

(ii) Foreign currency swaps

The Group has entered into certain cross currency swap contracts to hedge against the appreciation of Australian dollars (“AUD”) against HKD and the depreciation of RMB against HKD for certain agreed periods of time. The Group and the respective banks would settle interest payment on a gross basis on monthly or quarterly basis. The Group will then exchange principal by installments at predetermined rates in accordance with the contracts.

(iii) Structured foreign currency forwards

The Group entered into certain structured foreign currency forwards contracts with various banks to hedge against the appreciation of Japanese Yen (“JPY”) against USD, depreciation of RMB against HKD and the depreciation of RMB against USD for an agreed period of time. The Group and the bank will settle on a net basis with reference to the difference between the spot rate of JPY against USD, RMB against HKD and RMB against USD and the strike price on the predetermined settlement date as per the contract. Certain of these contracts include a knock-out provision whereby the contract will automatically be terminated in accordance with the terms set out in these contracts.

附註：

(i) 外匯遠期

本集團訂立若干外匯遠期合約，以於若干協定期間內對沖人民幣兌美元之貶值。本集團與個別銀行將參考人民幣兌美元之現貨匯率與每份合約預先釐定結算日之行使價之差額結算。

(ii) 外匯掉期

本集團訂立若干跨幣掉期合約，以於若干協定期間內對沖澳元兌港元之升值及人民幣兌港元之貶值。本集團與個別銀行將按總額基準按月或按季結算利息。本集團屆時將根據合約按預先釐定利率分期兌換本金。

(iii) 結構式外匯遠期

本集團與多間銀行訂立若干結構式外匯遠期合約，以於協定期間內對沖日圓兌美元之升值、人民幣兌港元之貶值及人民幣兌美元之貶值。本集團與該銀行將按淨額基準並經參考日圓兌美元、人民幣兌港元及人民幣兌美元之現貨匯率與每份合約預先釐定結算日之行使價之差額結算。若干此等合約包括取消條文，故合約可根據此等合約所載條款自動終止。

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## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 26. AMOUNT DUE FROM (TO) AN ASSOCIATE

Except for the amount due from an associate of approximately HK\$432,360,000 (2016: HK\$455,920,000) as at 31 December 2017 which is unsecured, interest bearing at 4.35% (2016: 4.35%) per annum and repayable on demand, the remaining balances of the Group are derived from normal business activities and are unsecured and interest-free. The Group allows a credit period of 90 days and the amount is neither past due nor impaired.

Before offering any new loan to an associate, the Group will assess the associate's credit quality and the usage of loan by the associate. The recoverability of the loan is reviewed throughout the year. The amount is repayable upon request for repayment, therefore, the balance is neither past due nor impaired. In order to minimise credit risk, the management of the Group has monitored the repayment ability of the associate continuously.

### 27. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

### 26. 應收(應付)聯營公司款項

除於二零一七年十二月三十一日為數約432,360,000港元(二零一六年: 455,920,000港元)之應收聯營公司款項為無抵押、按年利率4.35%(二零一六年: 4.35%)計息及須按要求償還外,本集團其餘結餘均源自一般業務活動,且屬無抵押及免息。本集團授出之信貸期為90日,而有關款項並未過期或減值。

向聯營公司授出任何新貸款前,本集團將評估聯營公司之信貸質素及聯營公司的貸款用途。於整個年度均會審閱貸款之可收回程度。該筆款項須按要求償還,故結餘並未過期或減值。為減低信貸風險,本集團管理層持續監察聯營公司之還款能力。

### 27. 受限制銀行存款/銀行結存及現金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash on hand and in bank	現金及銀行結存	<b>2,837,729</b>	2,213,908
Short-term bank deposits	短期銀行存款	<b>628,115</b>	239,715
		<b>3,465,844</b>	2,453,623
Restricted bank deposits	受限制銀行存款	<b>130,396</b>	85,303
		<b>3,596,240</b>	2,538,926

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## 綜合財務報表附註

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### 27. RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH (continued)

The Group's bank balances and deposits that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		JPY 日圓 HK\$'000 千港元	HKD 港元 HK\$'000 千港元	USD 美元 HK\$'000 千港元	RMB 人民幣 HK\$'000 千港元
As at 31 December 2017	於二零一七年 十二月三十一日	26,310	243,270	230,605	413,107
As at 31 December 2016	於二零一六年 十二月三十一日	148,125	424,605	65,078	246,042

Bank deposits and bank balances carry interest at fixed and variable rates respectively which ranged from 0.01% to 2.5% (2016: 0.01% to 11%) per annum.

Restricted bank deposits is to secure bills payables and are therefore classified as current assets. The restricted bank deposits carry fixed interest rate of 1.35% (2016: 1.75%) per annum. The restricted bank deposits will be released upon settlement of bills payables.

### 27. 受限制銀行存款／銀行結存及現金(續)

本集團以有關集團實體功能貨幣以外之貨幣列值之銀行結存及存款載列如下：

銀行存款及銀行結存分別按固定及介乎0.01%至2.5%（二零一六年：0.01%至11%）之浮動年利率計息。

受限制銀行存款用以抵押應付票據，其因此分類為流動資產。受限制銀行存款按固定年利率1.35%（二零一六年：1.75%）計息。受限制銀行存款將於應付票據結算時解除。

### 28. NON-CURRENT ASSETS HELD FOR SALE

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Leasehold properties in the PRC	在中國持有之租賃物業	-	126

The properties were disposed of during the year ended 31 December 2017 with a gain on disposal of approximately HK\$321,000 (2016: HK\$865,000) has been recognised in profit or loss.

### 28. 持作出售非流動資產

物業於截至二零一七年十二月三十一日止年度出售，而出售收益約321,000港元（二零一六年：865,000港元）已於損益確認。

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## 綜合財務報表附註

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### 29. TRADE AND OTHER PAYABLES

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period:

		2017 二零一七年			2016 二零一六年		
		Trade payables	Bills payables	Total	Trade payables	Bills payables	Total
		應付賬項	應付票據	合計	應付賬項	應付票據	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Within 60 days	60日內	<b>3,370,478</b>	<b>847,175</b>	<b>4,217,653</b>	4,303,036	737,042	5,040,078
61 to 90 days	61至90日	<b>473,841</b>	<b>495,574</b>	<b>969,415</b>	639,011	428,390	1,067,401
More than 90 days	超過90日	<b>846,482</b>	<b>673</b>	<b>847,155</b>	560,023	–	560,023
		<b>4,690,801</b>	<b>1,343,422</b>	<b>6,034,223</b>	5,502,070	1,165,432	6,667,502

The credit period on purchases of goods ranges from 60 to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

Included in other payables are sales deposit received with aggregate carrying amount of HK\$165,628,000 (2016: HK\$405,818,000), accruals of operating expenses with aggregate carrying amount of HK\$420,534,000 (2016: HK\$366,309,000), payables for the acquisition of property, plant and equipment with aggregate amount of HK\$976,764,000 (2016: HK\$81,611,000), government grants of HK\$11,106,000 (2016: HK\$11,515,000) and dividend payable of HK\$1,258,000 (2016: HK\$59,398,000).

The Group's trade and bills payables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

		2017 二零一七年	2016 二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Denominated in HKD	以港元計值	<b>87,722</b>	97,338
Denominated in JPY	以日圓計值	<b>227,501</b>	336,471

### 29. 應付賬項及其他應付款項

於報告期末按發票日期呈列之應付賬項及應付票據之賬齡分析如下：

採購貨品的信貸期介乎60至90日。本集團制定有適當之財務風險管理政策，以確保於信貸期內支付所有應付款項。

其他應付款項包括總賬面值為165,628,000港元(二零一六年：405,818,000港元)之已收銷售按金、總賬面值為420,534,000港元(二零一六年：366,309,000港元)之應計經營費用、總額為976,764,000港元(二零一六年：81,611,000港元)之就收購物業、廠房及設備之應付款項、11,106,000港元(二零一六年：11,515,000港元)之政府津貼及1,258,000港元(二零一六年：59,398,000港元)之應付股息。

本集團以有關集團實體功能貨幣以外之貨幣列值之應付賬項及應付票據載列如下：

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### 30. BANK AND OTHER BORROWINGS, UNSECURED

### 30. 銀行及其他借貸，無抵押

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank loans	銀行貸款	<b>6,735,510</b>	4,894,575
Bills discounted with recourse	有追索權之折現票據	–	5,541
Trust receipt loans	信託收據貸款	<b>1,491,229</b>	2,027,760
Other loans	其他貸款	<b>230,599</b>	299,484
		<b>8,457,338</b>	7,227,360

The Group's bank and other borrowings that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

本集團以有關集團實體功能貨幣以外之貨幣列值之銀行及其他借貸載列如下：

Denominated in HKD	以港元計值	<b>7,075,787</b>	4,382,209
Denominated in JPY	以日圓計值	<b>93,966</b>	89,118
Denominated in AUD	以澳元計值	<b>215,478</b>	468,437
Carrying amount repayable*:	應付賬面值*：		
Within one year	於一年內	<b>3,875,473</b>	3,794,507
More than one year, but not exceeding two years	一年後但於兩年內	<b>1,764,061</b>	1,008,154
More than two years, but not exceeding five years	兩年後但於五年內	<b>2,323,224</b>	2,424,699
		<b>7,962,758</b>	7,227,360
Carrying amount of bank loans that contain a repayment on demand clause (shown under current liabilities) but repayable:	於流動負債列為包含須按要求償還條款之應付銀行貸款之賬面值		
Within one year	於一年內	<b>77,360</b>	–
More than one year, but not exceeding two years	一年後但於兩年內	<b>242,220</b>	–
More than two years, but not exceeding five years	兩年後但於五年內	<b>175,000</b>	–
		<b>8,457,338</b>	7,227,360
Less: Amount included under current liabilities (including bank loans with a repayable on demand clause)	減：列於流動負債中之款項(包括具有按要求償還條款之銀行貸款)	<b>(4,370,053)</b>	(3,794,507)
Amount due after one year shown under non-current liabilities	於非流動負債列為於一年後到期之款項	<b>4,087,285</b>	3,432,853

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### 30. BANK AND OTHER BORROWINGS, UNSECURED (continued)

\* The amount due are based on scheduled repayment dates set out in loan agreements.

The Group's bank borrowings included fixed-rate borrowings of approximately HK\$1,039,230,000 (2016: HK\$139,762,000) which carry effective interest rates ranged from 1.02% to 5.08% per annum (2016: 1.02% to 3.92%) (which are also equal to contracted interest rates). The remaining Group's borrowings are variable-rate borrowings which carry interest at Hong Kong Interbank Offered Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR"), or Bank-Bill Swap Rate ("BBSW") plus certain basis points. Interest is repriced every three months and the range of effective interest rates is at 1.60% to 3.31% (2016: 1.92% to 3.36%) per annum.

### 31. BONDS PAYABLE

In July 2016, a subsidiary of the Company issued the first tranche of domestic corporate bonds (the "Bonds") with an aggregate principle amount of RMB750,000,000. The Bonds bear fixed interest at 5.8% per annum and is payable annually each year. The effective interest rate of the Bonds payable is 6% per annum. The Bonds are listed on The Shenzhen Stock Exchange and will mature in July 2021.

### 32. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presenting in the consolidated statement of financial position, the following is the analysis of the deferred tax balances for financial reporting purposes:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	47,359	72,674
Deferred tax assets	遞延稅項資產	(62,989)	(8,783)
		(15,630)	63,891

### 30. 銀行及其他借貸，無抵押(續)

\* 到期款項乃根據載於貸款協議之預定還款日期計算。

本集團之銀行借貸包括為數約1,039,230,000港元(二零一六年: 139,762,000港元)之定息借貸，實際年利率介乎1.02%至5.08%(二零一六年: 1.02%至3.92%) (亦相當於合約利率)。本集團之其餘借貸均為浮息借貸，按香港銀行同業拆息、倫敦銀行同業拆息或澳洲銀行票據掉期利率加若干基點計息。利息每三個月重定，實際利率介乎年息率1.60%至3.31%(二零一六年: 1.92%至3.36%)。

### 31. 應付債券

於二零一六年七月，本公司附屬公司發行本金總額為人民幣750,000,000元的第一批境內公司債券(「債券」)。債券之年利率固定為5.8%，每年派息一次。應付債券之實際年利率為6%。債券於深圳證券交易所上市，於二零二一年七月到期。

### 32. 遞延稅項資產／負債

為於綜合財務狀況表中呈列，就財務呈報而言之遞延稅項結餘分析如下：

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### 32. DEFERRED TAX ASSETS/LIABILITIES (continued)

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

		Loss available for offsetting against future taxable profit 可用作抵銷 未來應課稅 溢利之虧損 HK\$'000 千港元	Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Allowance for receivables and inventories 應收款項 及存貨撥備 HK\$'000 千港元	Undistributed profits of the PRC subsidiaries 中國附屬 公司未分配 溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	-	13,092	(8,513)	46,976	51,555
Reversal of deferred tax liability upon distribution of profits	分派溢利後撥回遞延稅項負債	-	-	-	(12,202)	(12,202)
(Credit) charge to profit or loss for the year	於年度損益中(抵免)支銷	-	(1,100)	(270)	25,908	24,538
At 31 December 2016	於二零一六年十二月三十一日	-	11,992	(8,783)	60,682	63,891
Reversal of deferred tax liability upon distribution of profits	分派溢利後撥回遞延稅項負債	-	-	-	(36,553)	(36,553)
(Credit) charge to profit or loss for the year	於年度損益中(抵免)支銷	(45,191)	(3,248)	(9,015)	14,486	(42,968)
At 31 December 2017	於二零一七年十二月三十一日	<b>(45,191)</b>	<b>8,744</b>	<b>(17,798)</b>	<b>38,615</b>	<b>(15,630)</b>

At the end of the reporting period, the Group has unused tax losses of HK\$701,813,000 (2016: HK\$291,768,000) available for offset against future profits. Deferred tax asset has been recognised in respect of approximately HK\$40,473,000 (2016: nil) of such losses arising from the PRC and HK\$212,567,000 (2016: nil) arising from Hong Kong. No deferred tax asset has been recognised in respect of the remaining Hong Kong and PRC tax losses of approximately HK\$448,773,000 (2016: HK\$291,768,000) in aggregate due to the unpredictability of future profit streams.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. At 31 December 2017, deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$3,849,088,000 (2016: HK\$3,547,953,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 32. 遞延稅項資產／負債(續)

在本年度及過往年度內確認的主要遞延稅項負債(資產)及其變動如下：

於報告期末，本集團之未動用稅務虧損701,813,000港元(二零一六年：291,768,000港元)可用作抵銷未來溢利。分別就於中國及香港所產生該等虧損約40,473,000港元(二零一六年：零)及212,567,000港元(二零一六年：零)確認遞延稅項資產。由於未能估計未來溢利來源，因此並無就其餘香港及中國稅務虧損合共約448,773,000港元(二零一六年：291,768,000港元)確認遞延稅項資產。

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司賺取之溢利所宣派的股息須繳納預扣稅。於二零一七年十二月三十一日，在綜合財務報表中，並無就中國附屬公司之累計溢利的暫時差額3,849,088,000港元(二零一六年：3,547,953,000港元)作出遞延稅項撥備，原因是本集團有能力控制撥回暫時差額的時間，亦有可能不會在可見未來撥回暫時差額。

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### 33. SHARE CAPITAL

### 33. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.02 per share	每股面值0.02港元之普通股		
Authorised:	法定：		
Balance at 1 January 2016, 31 December 2016 and 31 December 2017	於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年十二月三十一日之結餘	5,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
Balance at 1 January 2016 and 31 December 2016	於二零一六年一月一日及 二零一六年十二月三十一日之結餘	2,907,099,398	58,142
Issue of new shares	發行新股份	213,330,000	4,267
Balance at 31 December 2017	於二零一七年十二月三十一日 之結餘	3,120,429,398	62,409

On 12 September 2017, the Company entered into a placing agreement with The Hongkong and Shanghai Banking Corporation Limited and Mizuho Securities Asia Limited (the "Placing Agents"), pursuant to which the Placing Agents agreed to procure on a best effort basis not less than six placees, all of which were independent third parties, to subscribe for up to 160,000,000 placing shares at the placing price of HK\$2.02 per placing share. On 20 September 2017, the placing was completed and 160,000,000 shares, represented approximately 5.2% of the then issued share capital of the Company as enlarged by the issue of the 160,000,000 placing shares, have been placed to not less than six placees at the placing price of HK\$2.02 per placing share. The gross and net proceeds from the placing amounted to approximately HK\$323,200,000 and approximately HK\$319,913,000, respectively.

On 12 September, 2017, the Company and Mr. Lam Wai Wah entered into a subscription agreement for the subscription of 53,330,000 new shares ("Subscription Shares") at the subscription price of HK\$2.02 per share. On 26 October 2017, the subscription was completed and 53,330,000 shares, represented approximately 1.8% of the then issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The gross and net proceeds from the subscription amounted to approximately HK\$107,727,000 and approximately HK\$107,004,000, respectively.

The proceeds from placing and subscription were used as general working capital and to enhance the Group's equity.

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

於二零一七年九月十二日，本公司與香港上海滙豐銀行有限公司及瑞穗證券亞洲有限公司（「配售代理」）訂立配售協議，據此，配售代理同意按盡力基準按配售價每股配售股份2.02港元促使不少於六名承配人（全部均為獨立第三方）認購最多160,000,000股配售股份。於二零一七年九月二十日，配售事項已完成，並按每股配售股份2.02港元之配售價向不少於六名承配人配售160,000,000股股份（相當於本公司經發行160,000,000股配售股份擴大之當時已發行股本約5.2%）。配售事項所得款項總額及所得款項淨額分別為約323,200,000港元及約319,913,000港元。

於二零一七年九月十二日，本公司與林偉華先生訂立認購協議，以按認購價每股2.02港元認購53,330,000股新股份（「認購事項」）。於二零一七年十月二十六日，認購事項已完成，並發行53,330,000股股份（相當於本公司經配發及發行認購股份擴大之當時已發行股本約1.8%）。認購事項所得款項總額及所得款項淨額分別為約107,727,000港元及約107,004,000港元。

配售事項及認購事項之所得款項已用作本集團一般營運資金及加強權益。

年內，概無本公司附屬公司已購入、出售或贖回本公司上市證券。

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### 34. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt, which includes the borrowings and bonds payable disclosed in notes 30 and 31 respectively, net of cash and cash equivalents, and equity comprising issued share capital and reserves.

The directors of the Company review the capital structure periodically. The Directors consider the cost of capital and the risks associates with the capital, and will balance its overall capital structure through the payment of dividends, new share issues of the Company and share buy-backs as well as raising of bank borrowings.

The Group's overall strategy remains unchanged from the prior year.

### 35. FINANCIAL INSTRUMENTS

#### a. Categories of financial instruments

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<i>Financial assets</i>			
Loans and receivables (including cash and cash equivalents)	金融資產 貸款及應收款項(包括現金及現金等值項目)	8,995,015	10,074,212
Available-for-sale investments	可供出售投資	6,174	15,270
Derivative financial instruments	衍生金融工具	17,370	27,894
		<b>9,018,559</b>	10,117,376
<i>Financial liabilities</i>			
Amortised cost	金融負債 攤銷成本	16,432,424	14,954,989
Derivative financial instruments	衍生金融工具	140,440	85,545

### 34. 資本風險管理

本集團進行資本管理以確保本集團內的實體能持續經營，同時透過優化債務與權益平衡為股東帶來最大回報。

本集團的資本架構由債務淨額(包括附註30及31分別披露之借貸及應付債券，經扣除現金及現金等值項目)及股權(包括已發行股本及儲備)組成。

本公司董事定期審查其資本架構。董事考慮資本成本及與資本相關之風險，並將透過支付股息、發行本公司新股份及回購股份以及籌集銀行借貸平衡其總體資本架構。

本集團的整體策略仍與前一年相同。

### 35. 金融工具

#### a. 金融工具分類

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies

The Group's major financial instruments include bank balances and cash, trade and other receivables, amount due from an associate, available-for-sale investments, trade and other payables, amount due to an associate, bank and other borrowings, bonds payable and derivative financial instruments. Details of these financial instruments are disclosed in respective notes.

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

#### Market risk

The Group's activities expose primarily to the financial risks of changes in interest rates, foreign currency exchange rates and change in prices (see below).

#### (i) Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies which are different from USD and RMB, the functional currency of the respective group entities.

The carrying amount of the Group's monetary assets, monetary liabilities and inter-group receivables and payables denominated in currencies other than the functional currency of the relevant group entities at the reporting date are as follows:

		Liabilities 負債		Assets 資產	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The Group	本集團				
HKD	港元	7,163,876	4,482,782	268,163	453,216
JPY	日圓	321,467	425,589	26,310	148,125
Euro	歐元	81	215	422	378
RMB	人民幣	–	–	413,139	246,126
AUD	澳元	215,478	468,437	32	1
Inter-company balances	公司間結餘				
HKD	港元	3,964,781	1,846,736	4,153,719	2,289,253
JPY	日圓	30,725	32,938	30,728	32,955
RMB	人民幣	75,653	79,664	3,616,199	506,006

### 35. 金融工具 (續)

#### b. 金融風險管理目標及政策

本集團之主要金融工具包括銀行結存及現金、應收賬項及其他應收款項、應收聯營公司款項、可供出售投資、應付賬項及其他應付款項、應付聯營公司款項、銀行及其他借貸、應付債券以及衍生金融工具。該等金融工具之詳情於各項附註作出披露。

有關該等金融工具之風險及降低該等風險的政策載於下文。管理層會管理及監察該等風險，以確保及時有效實施適當措施。

#### 市場風險

本集團之業務主要承受利率及外匯匯率變動等金融風險以及價格變動風險 (見下文)。

#### (i) 外幣風險

本集團之若干交易以外幣計值，該等外幣為相關集團實體功能貨幣美元及人民幣以外的貨幣。

於報告日，以相關集團實體功能貨幣以外貨幣計值之本集團貨幣資產、貨幣負債及集團內公司間應收款項及應付款項之賬面值如下：

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (i) Foreign currency risk (continued)

##### Sensitivity analysis

The following table indicates the approximate change in the Group's profit after taxation for the year in response to reasonably possible change in the functional currency of the relevant group entities i.e. USD or RMB to the relevant currencies which the Group has significant exposure at the reporting date. Since HKD are pegged to USD under the Linked Exchange Rate System, the management does not expect significant foreign currency exposure in relation to the exchange rate fluctuation between HKD and USD. The Group mainly exposes to foreign currency risks other than USD.

		2017 二零一七年		2016 二零一六年	
		USD strengthens (weakens) 美元升值 (貶值)	Increase (decrease) in profit 溢利增加 (減少) HK\$'000 千港元	USD strengthens (weakens) 美元升值 (貶值)	Increase (decrease) in profit 溢利增加 (減少) HK\$'000 千港元
JPY	日圓	3% (3%)	7,580 (7,580)	10% (10%)	23,536 (23,536)
Euro	歐元	12% (12%)	35 (35)	4% (4%)	6 (6)
RMB	人民幣	5% (5%)	169,237 (169,237)	5% (5%)	28,523 (28,523)
AUD	澳元	10% (10%)	18,444 (18,444)	1% (1%)	3,974 (3,974)

As set out in note 25, at the end of the reporting period, the Group had outstanding foreign currency forwards, foreign currency swaps and structured foreign currency forwards which also expose the Group to currency fluctuation risks.

For the foreign currency forwards with transactions denominated in RMB outstanding at 31 December 2017, if USD was strengthened against RMB by 5%, the post-tax profit for the year ended 31 December 2017 would increase by approximately HK\$140,785,000, if USD was weakened against RMB by 5%, the post-tax profit for the year ended 31 December 2017 would decrease by approximately HK\$140,785,000.

### 35. 金融工具(續)

#### b. 金融風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 外幣風險(續)

##### 敏感度分析

下表顯示由於有關集團實體之功能貨幣(即美元或人民幣)兌換本集團於報告日面對重大風險之相關貨幣可能出現之合理變動，而導致本集團本年度稅後溢利所產生之概約變動。由於根據聯繫匯率制度港元與美元掛鈎，管理層並不預期出現有關港元與美元匯率波動之重大外幣風險。本集團主要承受美元以外外幣之風險。

誠如附註25所載，於報告期末，本集團有未平倉之外匯遠期、外匯掉期及結構式外匯遠期，故本集團面對外匯波動風險。

就於二零一七年十二月三十一日之未平倉人民幣外匯遠期，倘美元兌人民幣升值5%，截至二零一七年十二月三十一日止年度之稅後溢利將增加約140,785,000港元；倘美元兌人民幣貶值5%，截至二零一七年十二月三十一日止年度之稅後溢利則減少約140,785,000港元。

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (i) Foreign currency risk (continued)

###### Sensitivity analysis (continued)

For the foreign currency swaps with transactions denominated in AUD outstanding at 31 December 2017, if HKD was strengthened against AUD by 10% (2016: 1%), the post-tax profit for the year ended 31 December 2017 would decrease by approximately HK\$18,188,000 (2016: HK\$3,978,000), if HKD was weakened against AUD by 10% (2016: 1%), the post-tax profit for the year ended 31 December 2017 would increase by approximately HK\$18,188,000 (2016: HK\$3,978,000).

For foreign currency swaps with transactions denominated in RMB outstanding at 31 December 2017, if HKD was strengthened against RMB by 5% (2016: 5%), the post-tax profit for the year ended 31 December 2017 would increase by approximately HK\$7,769,000 (2016: HK\$11,859,000), if HKD was weakened against RMB by 5% (2016: 5%), the post-tax profit for the year ended 31 December 2017 would decrease by approximately HK\$8,587,000 (2016: HK\$14,392,000).

For structured foreign currency forwards with transactions denominated in RMB outstanding at 31 December 2017, if USD was strengthened against RMB by 5%, the post-tax profit for the year ended 31 December 2017 would increase by approximately HK\$33,338,000, if USD was weakened against RMB by 5%, the post-tax profit for the year ended 31 December 2017 would decrease by approximately HK\$36,521,000.

For structured foreign currency forwards with transactions denominated in RMB outstanding at 31 December 2016, if HKD was strengthened against RMB by 5%, the post-tax profit for the year ended 31 December 2016 would decrease by HK\$1,204,000, if HKD was weakened against RMB by 5%, the post-tax profit for the year ended 31 December 2016 would increase by HK\$472,000.

For structured foreign currency forwards with transactions denominated in JPY outstanding at 31 December 2016, if USD was strengthened against JPY by 10%, the post-tax profit for the year ended 31 December 2016 would decrease by approximately HK\$58,086,000, if USD was weakened against JPY by 10%, the post-tax profit for the year ended 31 December 2016 would increase by approximately HK\$44,805,000.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

### 35. 金融工具(續)

#### b. 金融風險管理目標及政策(續)

##### 市場風險(續)

##### (i) 外幣風險(續)

###### 敏感度分析(續)

就於二零一七年十二月三十一日之未平倉澳元外匯掉期，倘港元兌澳元升值10%（二零一六年：1%），截至二零一七年十二月三十一日止年度之稅後溢利將減少約18,188,000港元（二零一六年：3,978,000港元）；倘港元兌澳元貶值10%（二零一六年：1%），截至二零一七年十二月三十一日止年度之稅後溢利則增加約18,188,000港元（二零一六年：3,978,000港元）。

就於二零一七年十二月三十一日之未平倉人民幣外匯掉期，倘港元兌人民幣升值5%（二零一六年：5%），截至二零一七年十二月三十一日止年度之稅後溢利將增加約7,769,000港元（二零一六年：11,859,000港元）；倘港元兌人民幣貶值5%（二零一六年：5%），截至二零一七年十二月三十一日止年度之稅後溢利則減少約8,587,000港元（二零一六年：14,392,000港元）。

就於二零一七年十二月三十一日之未平倉人民幣結構式外匯遠期，倘美元兌人民幣升值5%，截至二零一七年十二月三十一日止年度之稅後溢利將增加約33,338,000港元；倘美元兌人民幣貶值5%，截至二零一七年十二月三十一日止年度之稅後溢利則減少約36,521,000港元。

就於二零一六年十二月三十一日之未平倉人民幣結構式外匯遠期，倘港元兌人民幣升值5%，截至二零一六年十二月三十一日止年度之稅後溢利將減少1,204,000港元；倘港元兌人民幣貶值5%，截至二零一六年十二月三十一日止年度之稅後溢利則增加472,000港元。

就於二零一六年十二月三十一日之未平倉日圓結構式外匯遠期，倘美元兌日圓升值10%，截至二零一六年十二月三十一日止年度之稅後溢利將減少約58,086,000港元；倘美元兌日圓貶值10%，截至二零一六年十二月三十一日止年度之稅後溢利則增加約44,805,000港元。

管理層認為，由於年終之風險未能反映本年內之風險，敏感度分析對固有外匯風險不具代表性。

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits, amount due from an associate, fixed-rate bank borrowing and bonds payable. The Group is also exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and variable-rate bank and other borrowings (see notes 27 and 30 for details). The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR and LIBOR arising from the Group's HKD denominated borrowings and the fluctuation of BBSW arising from the Group's AUD denominated borrowings. The management considers the exposure to interest rate risk in relation to bank balances is insignificant due to the low interest rate. The Group currently does not use any derivative contract to hedge its exposure to interest rate risk. However, the management of the Company will consider hedging significant interest rate exposure should the need arise.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank borrowings. The analysis is prepared assuming the amount of liability outstanding at the reporting period was outstanding for the whole year. A 100 basis point (2016: 100 basis point) increase or decrease is used which represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points (2016: 100 basis point) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2017 would decrease/increase by HK\$61,941,000 (2016: decrease/increase by HK\$59,181,000).

### 35. 金融工具(續)

#### b. 金融風險管理目標及政策(續)

##### 市場風險(續)

##### (ii) 利率風險

本集團須承擔公平價值利率風險，該風險與定息銀行存款、應收聯營公司款項、定息銀行借貸及應付債券有關。本集團亦須承擔現金流量利率風險，該風險乃來自銀行結存及浮息銀行借貸以及其他借貸(詳情見附註27及30)之現行市場利率變動。本集團之現金流量利率風險來自本集團以港元計值之借貸，主要集中於香港銀行同業拆息及倫敦銀行同業拆息之變動，而來自本集團以澳元計值之借貸，則主要集中於銀行票據參考利率之變動。由於存款利率水平較低，因此管理層認為銀行結存之相關利率風險並不重大。本集團現時並無使用任何衍生合約以對沖其利率風險。然而，本公司管理層將於有需要時考慮對沖重大利率風險。

##### 敏感度分析

以下敏感度分析乃根據浮息銀行借貸之利率風險而釐定。該分析乃假定於報告期全年之負債款項尚未收回而編製。本公司乃使用100點子(二零一六年：100點子)之增加或減少，代表管理層對利率可能出現合理變動作出之評估。

倘利率上升/下跌100點子(二零一六年：100點子)，而所有其他變量維持不變，本集團於截至二零一七年十二月三十一日止年度之稅後溢利則減少/增加61,941,000港元(二零一六年：減少/增加59,181,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Market risk (continued)

##### (iii) Other price risks

The Group is exposed to equity price risk arising from investments in listed equity securities classified under available-for-sale investments.

##### Price risk sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting period.

If equity prices had been 15% (2016: 15%) higher/lower, the investment revaluation reserve for the year ended 31 December 2017 would increase/decrease by HK\$773,000 (2016: HK\$1,913,000) as a result of the changes in fair value of available-for-sale investments.

##### Credit risk

As at 31 December 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group had concentration of credit risk as 18% (2016: 30%) of total trade receivables was due from the Group's largest trade debtor, which is a company located in the PRC.

In order to minimise credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual receivable at the end of each reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation.

### 35. 金融工具 (續)

#### b. 金融風險管理目標及政策 (續)

##### 市場風險 (續)

##### (iii) 其他價格風險

本集團承受投資於分類為可供出售投資之上市股本證券產生之股本價格風險。

##### 價格風險敏感度分析

以下敏感度分析乃根據於報告期之股本價格風險而釐定。

倘股本價格上升/下跌 15% (二零一六年: 15%)，則截至二零一七年十二月三十一日止年度之投資重估儲備將因可供出售投資之公平價值變動而增加/減少 773,000 港元 (二零一六年: 1,913,000 港元)。

##### 信貸風險

於二零一七年十二月三十一日，本集團因對手方未能履行其責任而導致本集團出現財務虧損之信貸風險上限，為相關已確認金融資產於綜合財務狀況表所列之賬面值。

本集團最大應收貿易賬款應佔應收賬項總額之 18% (二零一六年: 30%)，故本集團之信貸風險集中。本集團之最大應收貿易賬款來自一間位於中國之公司。

為將信貸風險減至最低，本集團管理層已委派專職團隊釐定信貸上限、信貸批核及其他監察程序，以確保採取跟進行動收回逾期債項。此外，本集團會於各報告期末審閱各筆應收款項之可收回金額，確保就無法收回金額確認足夠減值虧損。就此而言，本公司董事認為本集團之信貸風險已大為降低。

由於對手方均為信譽卓著之銀行，流動資金之信貸風險有限。

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Credit risk (continued)

With respect of credit risk arising from the loan receivable and other receivables, the Group reviews the recoverable amount of each receivable at the end of each reporting period and allowance for loan receivable and other receivables are made. The management of the Company considers that the Group's exposure to credit risk arising from default of the loan receivable is limited as the amount has been fully provided for. The Group manages its credit risk by closely monitoring the other receivables with and follow up action being taken to recover the overdue receivables. Other receivables consist of a large number of counterparties which do not give rise to significant concentration of credit risk.

##### Liquidity risk

The Group's liquidity position is monitored closely by the management of the Company.

In the management of liquidity risk, the Group monitors its current and expected liquidity requirements regularly and ensuring sufficient liquid cash and adequate committed lines of funding from reputable financial institutions to meet the Group's liquidity requirements in the short and long term. The management of the Company also monitors and maintains a level of cash and cash equivalents adequate to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flow. To the extent that interest flows are floating rates, the undiscounted amount is derived from interest rate at the end of the reporting period.

### 35. 金融工具(續)

#### b. 金融風險管理目標及政策(續)

##### 信貸風險(續)

就應收貸款及其他應收款項產生之信貸風險而言，本集團於各報告期末審閱各應收款項之可收回金額及就應收貸款及其他應收款項作出之撥備。本公司管理層認為由於已全數撥備款項，本集團所承擔之該等應收貸款違約產生之信貸風險有限。本集團透過密切監察其他應收款項管理其信貸風險，並採取跟進行動以收回逾期應收款項。其他應收款項來自多名並無出現重大信貸風險集中情況之對手方。

##### 流動資金風險

本集團之流動資金狀況由本公司管理層密切監控。

於管理流動資金風險時，本集團定期監察其現時及預期流動資金需求，並確保擁有充足之流動現金及獲得信譽卓著之金融機構之足夠信貸額度，以滿足本集團之短期及長期流動資金需求。本公司管理層亦會監督及維持充足之現金及現金等值項目水平，以為本集團之營運提供資金及減低現金流量波動之影響。

下表詳細呈列本集團非衍生金融負債之剩餘合約年期。該表根據本集團可被要求還款之最早日期金融負債之未折現現金流量而編製。該表包括利息及本金現金流量。倘利息流量是以浮動利率計算，則未折現金額乃根據報告期末之利率計算。

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Liquidity risk (continued)

In addition, the following table details the Group's liquidity analysis for its derivative financial liabilities. The table has been drawn up based on the undiscounted contractual net cash outflows on derivative instruments that settle on a net basis and, the undiscounted gross inflows and outflows on those derivatives that require gross settlement. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

		Weighted average interest rate	On demand or 0 to 3 months	4-6 months	7-12 months	1-2 years	2-3 years	Over 3 years	Total undiscounted cash flows	Carrying amount at 31 December
		加權平均利率	按要求或零至三個月	四至六個月	七至十二個月	一至兩年	兩至三年	超過三年	未折現現金流量總額	於十二月三十一日之賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2017</b>	<b>二零一七年</b>									
<b>Non-derivative instruments</b>	<b>非衍生工具</b>									
Trade and other payables	應付賬項及其他應付款項	-	7,080,013	-	-	-	-	-	7,080,013	7,080,013
Fixed interest rate bank borrowings	定息銀行借貸	4.36	979,932	806	72,232	-	-	-	1,052,970	1,039,230
Variable interest rate bank and other borrowings	浮息銀行借貸及其他借貸	3.11	2,081,803	494,382	957,372	1,918,557	2,409,525	-	7,861,639	7,418,108
Bonds payable	應付債券	5.8	-	-	52,244	52,244	52,244	931,225	1,087,957	895,073
Financial guarantee contract	財務擔保合約	-	3,148,852	-	-	-	-	-	3,148,852	-
			13,290,600	495,188	1,081,848	1,970,801	2,461,769	931,225	20,231,431	16,432,424
<b>Derivatives – gross settlement</b>	<b>衍生 – 總額結算</b>									
Foreign currency swaps	外匯掉期									
— inflow	— 流入		60,810	59,992	70,755	-	-	-	191,557	186,908
— outflow	— 流出		(63,762)	(61,874)	(71,821)	-	-	-	(197,457)	(192,665)
			(2,952)	(1,882)	(1,066)	-	-	-	(5,900)	(5,757)
<b>Derivatives – net settlement</b>	<b>衍生 – 淨額結算</b>									
Structured foreign currency forwards	結構式外匯遠期		(58,951)	-	-	-	-	-	(58,951)	(58,516)
Foreign currency forwards	外匯遠期		(76,195)	-	-	-	-	-	(76,195)	(76,167)
			(135,146)	-	-	-	-	-	(135,146)	(134,683)

### 35. 金融工具 (續)

#### b. 金融風險管理目標及政策 (續)

##### 流動資金風險 (續)

此外，下表詳列本集團就其衍生金融負債所作之流動資金分析。下表乃根據以淨額基準結算之衍生工具之未折現合約現金流出淨額及須以總額結算之衍生工具之未折現流入及流出總額而編製。本集團衍生金融工具之流動資金分析乃根據合約到期日編製，此乃由於管理層認為合約到期日對於瞭解衍生工具現金流量之時間性十分重要。

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Liquidity risk (continued)

	Weighted average interest rate	On demand or 0 to 3 months	4-6 months	7-12 months	1-2 years	2-3 years	Over 3 years	Total undiscounted cash flows	Carrying amount at 31 December
	加權平均利率 %	按要求或零至三個月 HK\$'000 千港元	四至六個月 HK\$'000 千港元	七至十二個月 HK\$'000 千港元	一至兩年 HK\$'000 千港元	兩至三年 HK\$'000 千港元	超過三年 HK\$'000 千港元	未折現現金流量總額 HK\$'000 千港元	於十二月三十一日之賬面值 HK\$'000 千港元
<b>2016</b>									
<b>Non-derivative instruments</b>									
Trade and other payables		6,878,155	-	-	-	-	-	6,878,155	6,878,155
Amount due to an associate		22,018	-	-	-	-	-	22,018	22,018
Fixed interest rate bank borrowings	3.12	39,660	990	103,173	-	-	-	143,823	139,762
Variable interest rate bank and other borrowings	2.78	2,627,363	468,212	728,403	1,140,982	930,399	1,668,816	7,564,175	7,087,598
Bonds payable	5.8	-	-	48,372	48,372	48,372	910,589	1,055,705	827,456
Financial guarantee contract	-	2,793,244	-	-	-	-	-	2,793,244	-
		12,360,440	469,202	879,948	1,189,354	978,771	2,579,405	18,457,120	14,954,989
<b>Derivatives – gross settlement</b>									
Foreign currency swaps									
— inflow		37,612	37,369	55,634	55,096	-	-	185,711	184,769
— outflow		(43,681)	(43,658)	(62,651)	(56,988)	-	-	(206,978)	(205,927)
		(6,069)	(6,289)	(7,017)	(1,892)	-	-	(21,267)	(21,158)
<b>Derivatives – net settlement</b>									
Structured foreign currency forwards		(17,036)	(17,909)	(27,848)	(2,067)	-	-	(64,860)	(64,387)

### 35. 金融工具 (續)

#### b. 金融風險管理目標及政策 (續)

##### 流動資金風險 (續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 35. FINANCIAL INSTRUMENTS (continued)

#### b. Financial risk management objectives and policies (continued)

##### Liquidity risk (continued)

Bank loans with a repayment on demand clause are included in the “on demand or 0 to 3 months” time band in the above maturity analysis. The aggregate undiscounted principal amounts of these bank loans amounted to HK\$494,580,000 (2016: nil). Taking into account the Group’s financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid three years after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

Maturity Analysis – Bank loans with a repayment on demand clause based on scheduled repayments								
到期分析 – 按還款時間表具有按按要求償還條款之銀行貸款								
	0 to 3 months	4-6 months	7-12 months	1-2 years	2-3 years	Over 3 years	Total undiscounted cash outflows	Carrying amount
	零至三個月	四至六個月	七至十二個月	一至兩年	兩至三年	超過三年	未折現現金流出總額	賬面值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2017	6,284	6,284	89,929	263,425	183,895	-	549,817	494,580
二零一七年十二月三十一日								

The amounts included above for financial guarantee contract are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

### 35. 金融工具 (續)

#### b. 金融風險管理目標及政策 (續)

##### 流動資金風險 (續)

具有按要求償還條款之銀行貸款計入上述到期分析「按要求或零至三個月」期限內。該等銀行貸款未折現本金總額為494,580,000港元(二零一六年：零)。考慮到本集團財務狀況，董事認為銀行不大可能行使酌情權要求即時還款。董事認為該等銀行貸款將按照貸款協議所載還款時間表於報告期末後三年償還，有關詳情載列於下表：

計入上述財務擔保合約之金額為本集團於擔保交易對手申索金額時可能須根據全面擔保金額安排結算之最高金額。根據於報告期末之預期，本集團認為很大可能毋須根據安排支付任何金額。然而，此項估計可予變動，視乎交易對手根據擔保提出申索之可能性而定，而此可能性則視乎由交易對手持之獲擔保金融應收款項會否蒙受信貸虧損而定。

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### 35. FINANCIAL INSTRUMENTS (continued)

#### c. Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

#### (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The Group's available-for-sale investments and derivative financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

Financial assets/ financial liabilities 金融資產/金融負債	Fair value as at 於以下日期之公平價值		Fair value hierarchy 公平價值層次結構	Valuation techniques and key inputs 估值方法及主要輸入數據
	31 December 2017 二零一七年十二月三十一日	31 December 2016 二零一六年十二月三十一日		
Available-for-sale investments 可供出售投資	<b>Assets — HK\$6,174,000</b> 資產 — 6,174,000 港元	Assets — HK\$15,270,000 資產 — 15,270,000 港元	Level 1 第1級	Quoted bid prices in an active market 於活躍市場中之報價
Foreign currency forwards (Note 1) 外匯遠期(附註1)	<b>Liabilities — HK\$76,167,000</b> 負債 — 76,167,000 港元	Nil 零	Level 2 第2級	Discounted cash flow method 現金流量折現法  The key inputs are foreign exchange spot rates and forward rates and interest rate curves. 主要輸入數據為外匯現貨及遠期利率以及利率曲線。
Foreign currency swaps (Note 1) 外匯掉期(附註1)	<b>Assets — HK\$17,370,000</b> 資產 — 17,370,000 港元  <b>Liabilities — HK\$5,757,000</b> 負債 — 5,757,000 港元	Assets — HK\$27,894,000 資產 — 27,894,000 港元  Liabilities — HK\$21,158,000 負債 — 21,158,000 港元	Level 2 第2級	Discounted cash flow method 現金流量折現法  The key inputs are foreign exchange spot rates and forward rates and interest rate curves. 主要輸入數據為外匯現貨及遠期利率以及利率曲線。
Structured foreign currency forwards (Note 2) 結構式外匯遠期(附註2)	<b>Liabilities — HK\$58,516,000</b> 負債 — 58,516,000 港元	Liabilities — HK\$64,387,000 負債 — 64,387,000 港元	Level 3 第3級	Monte Carlo Simulation Method 蒙特卡羅模擬法  The key inputs are spot exchange rate on the date of valuation, strike rate, time to maturity, notional amount, payout amount for each settlement, risk-free rate of JPY against USD and RMB against HKD and the average implied volatility of the exchange rate as at valuation date. 主要輸入數據為估值日期即期匯率、執行利率、期限、名義金額、各次結算時之支出金額、日圓兌美元及人民幣兌港元無風險利率以及於估值日期匯率平均隱含波幅。

### 35. 金融工具(續)

#### c. 金融工具之公平價值計量

此附註提供有關本集團如何釐定不同金融資產及金融負債之公平價值之資料。

#### (i) 按經常基準以公平價值計量之本集團金融資產及金融負債之公平價值

於各報告期末，本集團之可供出售投資及衍生金融工具乃按公平價值計量。下表為有關如何釐定此等金融資產及金融負債之公平價值之資料。

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## 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (continued)

#### c. Fair value measurements of financial instruments (continued)

##### (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Note 1: The discounted cash flow method uses only observable market inputs.

Note 2: For structured foreign currency forwards with transactions denominated in RMB, if the average implied volatility of the exchange rate is 5% (2016: 5%) higher/lower and held other variables constant, the Group's post-tax profit for the year ended 31 December 2017 would decrease by HK\$6,000 (2016: HK\$157,000)/increase by HK\$6,000 (2016: HK\$8,000). Due to the terms of the contracts, changes in the inputs adopted in the valuation model would lead to asymmetric changes in the fair values.

For structured foreign currency forwards options with transactions denominated in JPY, if the average implied volatility of the exchange rate is 10% higher/lower and held other variables constant, the Group's post-tax profit for the year ended 31 December 2016 would decrease by HK\$794,000/increase by HK\$733,000. Due to the terms of the contracts, changes in the inputs adopted in the valuation model would lead to asymmetric changes in the fair values.

There is no transfer between different levels of the fair value hierarchy for the current period.

### 35. 金融工具(續)

#### c. 金融工具之公平價值計量(續)

##### (i) 按經常基準以公平價值計量之本集團金融資產及金融負債之公平價值(續)

附註1：折現現金流量法僅使用可觀察市場輸入數據。

附註2：人民幣結構式外匯遠期方面，倘匯率平均隱含波幅上升/下跌5%（二零一六年：5%）而其他可變因素不變，則本集團截至二零一七年十二月三十一日止年度之稅後溢利將減少6,000港元（二零一六年：157,000港元）/增加6,000港元（二零一六年：8,000港元）。因應合約條款，估值模型採納之輸入數據變動將導致公平價值產生不對稱變化。

日圓結構式外匯遠期方面，倘匯率平均隱含波幅上升/下跌10%而其他可變因素不變，則本集團截至二零一六年十二月三十一日止年度之稅後溢利將減少794,000港元/增加733,000港元。因應合約條款，估值模型採納之輸入數據變動將導致公平價值產生不對稱變化。

於本期間公平價值層次結構之不同層次間並無轉移。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (continued)

#### c. Fair value measurements of financial instruments (continued)

##### (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Fair value hierarchy as at 31 December 2017 and 2016

		2017 二零一七年			
		Level 1 第1級	Level 2 第2級	Level 3 第3級	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sale investments	可供出售投資	6,174	–	–	6,174
Foreign currency swaps	外匯掉期	–	17,370	–	17,370
<b>Total</b>	<b>合計</b>	<b>6,174</b>	<b>17,370</b>	<b>–</b>	<b>23,544</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Foreign currency forwards	外匯遠期	–	76,167	–	76,167
Foreign currency swaps	外匯掉期	–	5,757	–	5,757
Structured foreign currency forwards	結構式外匯遠期	–	–	58,516	58,516
<b>Total</b>	<b>合計</b>	<b>–</b>	<b>81,924</b>	<b>58,516</b>	<b>140,440</b>

		2016 二零一六年			
		Level 1 第1級	Level 2 第2級	Level 3 第3級	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sale investments	可供出售投資	15,270	–	–	15,270
Foreign currency swaps	外匯掉期	–	27,894	–	27,894
<b>Total</b>	<b>合計</b>	<b>15,270</b>	<b>27,894</b>	<b>–</b>	<b>43,164</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Foreign currency swaps	外匯掉期	–	21,158	–	21,158
Structured foreign currency forwards	結構式外匯遠期	–	–	64,387	64,387
<b>Total</b>	<b>合計</b>	<b>–</b>	<b>21,158</b>	<b>64,387</b>	<b>85,545</b>

### 35. 金融工具(續)

#### c. 金融工具之公平價值計量(續)

##### (i) 按經常基準以公平價值計量之本集團金融資產及金融負債之公平價值(續)

於二零一七年及二零一六年十二月三十一日之公平價值層次結構

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## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 35. FINANCIAL INSTRUMENTS (continued)

#### c. Fair value measurements of financial instruments (continued)

- (i) **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)**

##### Reconciliation of Level 3 fair value measurement of financial liabilities

		Structured foreign currency forwards 結構式外匯遠期 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	-
Fair value loss charged to profit or loss	於損益中扣除之公平價值虧損	64,412
Net settlement	結算淨額	(25)
At 31 December 2016	於二零一六年十二月三十一日	64,387
Fair value loss charged to profit or loss	於損益中扣除之公平價值虧損	12,562
Net settlement	結算淨額	(18,433)
At 31 December 2017	於二零一七年十二月三十一日	58,516

The total loss of approximately HK\$5,871,000 (2016: gain of approximately HK\$64,387,000) for the year included in profit or loss represent the total fair value loss related to structured foreign currency forwards held at the end of the reporting period that is included in "Other gains and losses".

- (ii) **Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)**

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 35. 金融工具(續)

#### c. 金融工具之公平價值計量(續)

- (i) 按經常基準以公平價值計量之本集團金融資產及金融負債之公平價值(續)  
金融負債第3級公平價值計量之對賬

本年度計入損益之總虧損約5,871,000港元(二零一六年:收益約64,387,000港元)指與計入「其他損益」之於報告期末所持結構式外匯遠期有關之公平價值虧損總額。

- (ii) 並非按經常基準以公平價值計量之金融資產及金融負債之公平價值(惟須作出公平價值披露)

董事認為於綜合財務報表按攤銷成本列賬之金融資產及金融負債之賬面值與其公平價值相若。

35. FINANCIAL INSTRUMENTS (continued)

d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

The Group has entered certain derivative transactions that are covered by the International Swaps and Derivatives Association Master Agreements ("ISDA Agreements") signed with various banks. These derivative instruments are not offset in the consolidated statement of financial position as the ISDA Agreements are in place with a right of set off only in the event of default, insolvency or bankruptcy so that the Group currently has no legally enforceable right to set off the recognised amounts.

Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements  
As at 31 December 2017

		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the statement of financial position	Net amounts of financial assets presented in the statement of financial position
		已確認金融資產總額 HK\$'000 千港元	於財務狀況表抵銷之已確認金融負債總額 HK\$'000 千港元	於財務狀況表呈列之金融資產淨額 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	17,370	-	17,370

Net financial assets subject to enforceable master netting arrangements and similar agreements, by counterparty  
As at 31 December 2017

		Net amounts of financial assets presented in the statement of financial position	Financial instruments not set off in the statement of financial position	Net amount
		於財務狀況表呈列之金融資產淨額 HK\$'000 千港元	並無於財務狀況表抵銷之金融工具 HK\$'000 千港元	淨額 HK\$'000 千港元
Counterparty A	對手方A	14,272	-	14,272
Counterparty B	對手方B	3,098	(3,098)	-
<b>Total</b>	<b>總計</b>	<b>17,370</b>	<b>(3,098)</b>	<b>14,272</b>

35. 金融工具 (續)

d. 可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產及金融負債

下表所披露資料包括之金融資產及金融負債：

- 須受涵蓋類似金融工具之可強制執行總淨額結算安排及類似協議規限(不論其是否於本集團之綜合財務狀況表抵銷)。

本集團已訂立若干衍生工具交易，該等交易屬與多間銀行簽訂之國際掉期及衍生工具協會總協議(「國際掉期及衍生工具協會總協議」)範圍內。由於國際掉期及衍生工具協會總協議規定僅於拖欠款項、無力償債或破產之情況下方可行使抵銷權，故本集團目前並無依法可強制執行權利抵銷已確認金額，因此，該等衍生工具並未於綜合財務狀況表抵銷。

可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產  
於二零一七年十二月三十一日

須受對手方之可強制執行總淨額結算安排及類似協議規限之金融資產淨額  
於二零一七年十二月三十一日

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### 35. FINANCIAL INSTRUMENTS (continued)

#### d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements (continued)

**Financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements**  
As at 31 December 2017

		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities	Net amounts of financial liabilities presented in the statement of financial position
		set off in the statement of financial position	at financial position	at financial position
		於財務狀況表	抵銷之已確認	於財務狀況表
		金融資產總額	金融資產總額	金融負債淨額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Derivative financial instruments	衍生金融工具	140,440	-	140,440

**Net financial liabilities subject to enforceable master netting arrangements and similar agreements, by counterparty**  
As at 31 December 2017

須受對手方之可強制執行總淨額結算安排及類似協議規限之金融負債淨額  
於二零一七年十二月三十一日

		Net amounts of financial liabilities presented in the statement of financial position	Financial instruments not set off in the statement of financial position	Net amount
		於財務狀況表呈列之金融負債淨額	並無於財務狀況表抵銷之金融工具	淨額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Description</b>	<b>描述</b>			
Counterparty B	對手方B	52,154	(3,098)	49,056
Counterparty C	對手方C	30,261	-	30,261
Counterparty D	對手方D	28,761	-	28,761
Counterparty E	對手方E	20,433	-	20,433
Counterparty F	對手方F	5,247	-	5,247
Counterparty G	對手方G	1,854	-	1,854
Counterparty H	對手方H	1,730	-	1,730
<b>Total</b>	<b>總計</b>	<b>140,440</b>	<b>(3,098)</b>	<b>137,342</b>

### 35. 金融工具 (續)

#### d. 可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產及金融負債 (續)

可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融負債  
於二零一七年十二月三十一日

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### 35. FINANCIAL INSTRUMENTS (continued)

#### d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

(continued)

**Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements**  
As at 31 December 2016

		Gross amounts of recognised financial liabilities	Net amounts of financial assets presented in the statement of financial position
		Gross amounts of recognised financial assets	Net amounts of financial assets presented in the statement of financial position
		set off in the statement of financial position	set off in the statement of financial position
		於財務狀況表	於財務狀況表
		抵銷之已確認	呈列之
		金融負債總額	金融資產淨額
		HK\$'000	HK\$'000
		千港元	千港元
Derivative financial instruments	衍生金融工具	27,894	27,894

**Net financial assets subject to enforceable master arrangements and similar agreements, by counterparty**  
As at 31 December 2016

須受對手方之可強制執行總淨額結算安排及類似協議規限之金融資產淨額  
於二零一六年十二月三十一日

		Net amounts of financial assets presented in the statement of financial position	Financial instruments not set off in the statement of financial position	Net amount
		於財務狀況表呈列之金融資產淨額	並無於財務狀況表抵銷之金融工具	淨額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Description</b>	<b>描述</b>			
Counterparty A	對手方A	3,286	-	3,286
Counterparty B	對手方B	5,797	(760)	5,037
Counterparty D	對手方D	4,744	-	4,744
Counterparty G	對手方G	7,459	-	7,459
Counterparty H	對手方H	6,608	(6,608)	-
<b>Total</b>	<b>總計</b>	<b>27,894</b>	<b>(7,368)</b>	<b>20,526</b>

### 35. 金融工具 (續)

#### d. 可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產及金融負債 (續)

可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產  
於二零一六年十二月三十一日

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### 35. FINANCIAL INSTRUMENTS (continued)

#### d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

(continued)

**Financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements**  
As at 31 December 2016

		Gross amounts of recognised financial assets	Net amounts of financial liabilities presented in the statement of financial position
		Gross amounts of recognised financial liabilities	set off in the statement of financial position
		已確認金融 負債總額	抵銷之已確認 金融資產總額
		HK\$'000	HK\$'000
		千港元	千港元
Derivative financial instruments	衍生金融工具	85,545	-
			85,545

**Net financial liabilities subject to enforceable master netting arrangements and similar agreements, by counterparty**  
As at 31 December 2016

可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融資產及金融負債(續)

可予抵銷、須受可強制執行總淨額結算安排及類似協議規限之金融負債  
於二零一六年十二月三十一日

		Net amounts of financial liabilities presented in the statement of financial position	Financial instruments not set off in the statement of financial position	Net amount
		於財務狀況表呈列之 金融負債淨額	並無於財務狀況表 抵銷之金融工具	淨額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Description</b>	<b>描述</b>			
Counterparty B	對手方B	43,188	(760)	42,428
Counterparty C	對手方C	4,407	-	4,407
Counterparty E	對手方E	5,118	-	5,118
Counterparty F	對手方F	10,592	-	10,592
Counterparty H	對手方H	20,463	(6,608)	13,855
Counterparty I	對手方I	1,777	-	1,777
<b>Total</b>	<b>總計</b>	<b>85,545</b>	<b>(7,368)</b>	<b>78,177</b>

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### 36. OPERATING LEASE COMMITMENTS

#### The Group as lessee

At the reporting date, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	7,233	7,367
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	6,678	4,171
		<b>13,911</b>	11,538

Operating lease payments represent rentals payable by the Group for certain of its office premises. Leases are negotiated for terms of two to four years with fixed rentals.

#### The Group as lessor

Property rental income earned during the year was HK\$11,379,000 (2016: HK\$10,323,000), which was derived from letting of staff quarters included in the Group's property, plant and equipment.

At the reporting date, the Group had contracted with tenants for the following future minimum lease payments:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	918	699
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	800	1,204
		<b>1,718</b>	1,903

### 37. COMMITMENTS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment	就收購物業、廠房及設備已訂約但未在綜合財務報表中撥備之資本支出	<b>456,958</b>	1,330,424

### 36. 經營租約承擔

#### 本集團作為承租人

於報告日，本集團根據不可撤銷經營租約於下列期限到期之未來最低租約付款承擔如下：

經營租約付款指本集團就其若干辦公室物業而應付之租金。租約之協定期期為兩至四年，並為固定租金。

#### 本集團作為租賃人

本年度賺取之物業租金收入為11,379,000港元(二零一六年：10,323,000港元)，該等租金收入來自出租計入本集團物業、廠房及設備之員工宿舍。

於報告日，本集團已就下列未來最低租約付款與租戶訂立合約：

### 37. 承擔

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### 38. RETIREMENT BENEFITS SCHEMES

All of the Group's Hong Kong employees are required to join the Mandatory Provident Fund Scheme. The Group is required to contribute 5%, while the employees are required to contribute 5% of their salaries to the scheme to the maximum of HK\$1,500 (2016: HK\$1,500) per month for each employee.

According to the relevant laws and regulations in the PRC, the PRC subsidiaries are required to contribute a certain percentage of the salaries of their employees to the state-managed retirement benefit scheme. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

### 39. GOVERNMENT GRANTS

At the end of the reporting period, government grants of HK\$11,106,000 (2016: HK\$11,515,000) were included in trade and other payables, to subsidise the acquisition of property, plant and machinery for scientific research development. The amount has been treated as deferred income and will be transferred to profit or loss over the useful lives of the relevant assets. This policy resulted in a credit to profit or loss in the current year of HK\$1,274,000 (2016: HK\$1,490,000).

Incentive subsidies of HK\$87,410,000 (2016: HK\$11,002,000) have been received in the current year to encourage the operations of the PRC subsidiaries for the development on advance technology and export sales. The subsidiaries have complied with application rules of the incentives and, therefore, the Group recognised the grants in profit or loss.

### 38. 退休福利計劃

本集團之全體香港僱員均須參加強制性公積金計劃。本集團須作出5%供款，而僱員亦須向該計劃作出其薪酬5%之供款，每名僱員之每月供款最高為1,500港元(二零一六年：1,500港元)。

根據中國有關法律及規例，中國附屬公司須向國家管理的退休福利計劃作出相當於其僱員薪酬若干百分比之供款。本集團就退休福利計劃所負之責任僅為向該計劃作出所須供款。

### 39. 政府津貼

於報告期末，本集團用作資助收購物業、廠房及機器以開展科研發展之政府津貼11,106,000港元(二零一六年：11,515,000港元)列入應付賬項及其他應付款項。該數額已被視為遞延收入並按相關資產之可使用年期轉撥至損益。此政策導致本年度計入損益之金額為1,274,000港元(二零一六年：1,490,000港元)。

本年度收到政府為鼓勵中國附屬公司在先進技術及外銷業務方面的發展而授出的鼓勵津貼87,410,000港元(二零一六年：11,002,000港元)。該等附屬公司已遵守有關鼓勵之應用規則，因此，本集團於損益確認有關津貼。

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## 綜合財務報表附註

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### 40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Bank and other borrowings (note 30) 銀行及其他借貸 (附註30) HK\$'000 千港元	Bonds payable (note 31) 應付債券 (附註31) HK\$'000 千港元	Dividend payable 應付股息 HK\$'000 千港元	Dividend payable to non-controlling interests 應付非控股權益股息 HK\$'000 千港元	Interest payable 應付利息 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	7,227,360	827,456	59,398	-	29,061	8,143,275
Financing cash flows	融資現金流量	1,387,820	(50,025)	(145,353)	(85,494)	(267,907)	839,041
Dividend recognised as distribution	確認為分派之股息	-	-	87,213	-	-	87,213
Dividend paid to non-controlling interests	已付非控股權益股息	-	-	-	85,494	-	85,494
Foreign exchange translation	外匯換算	79,922	66,285	-	-	1,958	148,165
Interest expenses	利息開支	-	51,357	-	-	271,751	323,108
Non-cash transactions	非現金交易	(237,764)	-	-	-	-	(237,764)
At 31 December 2017	於二零一七年十二月三十一日	8,457,338	895,073	1,258	-	34,863	9,388,532

### 41. MAJOR NON-CASH TRANSACTIONS

During the year, 信利半導體 (as defined in note 20) increase its equity interest in Truly HZ from 53% to 59.7% by capitalisation of an amount due from Truly HZ of approximately HK\$471,500,000.

During the year, short term borrowings on bills discounted with recourse of HK\$237,764,000 (2016: HK\$236,059,000) have been settled through bills receivables discounted to the relevant financial institutions.

### 40. 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債乃現金流量或日後現金流量會於本集團綜合現金流量表分類為融資活動產生之現金流量。

### 41. 重大非現金交易

年內，信利半導體(定義見附註20)藉由將應收信利惠州款項約471,500,000港元撥作資本，將其於信利惠州之股權由53%增加至59.7%。

年內，有追索權之折現票據之短期借貸237,764,000港元(二零一六年：236,059,000港元)已透過折現應收票據向相關金融機構結清。

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### 42. RELATED PARTY TRANSACTIONS

- (i) During the year, the Group entered into the following transactions with an associate.

Associate 聯營公司	Nature of transaction 交易性質	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	
Truly HZ 信利惠州	Sales 銷售	21,190	1,282	
	Purchase 採購	438,769	56,686	
	Interest income 利息收入	10,203	17,452	
	Rental income 租金收入	120	120	
	Rental expense 租金支出	1,441	–	
	Car rental income 汽車租金收入	–	6	

- (ii) The remuneration of directors and other members of key management during the year were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term benefits 短期福利		23,412	40,109
Post-employment benefits 離職後福利		134	131
		<b>23,546</b>	40,240

The remuneration of directors and key executives are determined by the remuneration committee having regard to the performance of individuals and market trends.

### 42. 關連人士交易

- (i) 年內，本集團與聯營公司訂立以下交易：

- (ii) 本年度董事及其他主要管理層成員之薪酬如下：

董事及主要行政人員之薪酬乃由薪酬委員會參考個人表現及市場趨勢後釐定。

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## 綜合財務報表附註

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### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

#### (a) General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

### 43. 本公司主要附屬公司資料

#### (a) 附屬公司之一般資料

於報告期末本公司直接及間接持有之附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or registration/ operation 註冊成立或登記/ 營業地點	Nominal value of issued and fully paid ordinary share capital/ registered capital 已發行及繳足普通股股本/註冊資本面值	Proportion ownership interest held by the Company 本公司持有之所有權權益比例		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Truly Electronics Manufacturing Limited 信利電子有限公司	Hong Kong 香港	HK\$1,000,010 1,000,010港元	100%	100%	Trading of electronic calculators and electronic components 電子計算機及電子元件貿易
Truly Instrument Limited 信利儀器有限公司	Hong Kong 香港	HK\$100 100港元	100%	100%	Trading of electric tooth brush and health care products 電動牙刷及個人保健產品貿易
Truly Semiconductors Limited 信利半導體有限公司	Hong Kong 香港	HK\$1,000 1,000港元	100%	100%	Trading of LCD products 液晶顯示器產品貿易
Truly Opto-electronics Limited 信利光電有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	85.4%	85.4%	Trading of compact camera module and touch panel 微型相機模組及觸控屏產品貿易
Truly Industrial Limited 信利工業有限公司	Hong Kong 香港	HK\$872,894 872,894港元	100%	100%	Trading of electronic components 電子元件貿易
Truly (USA) Inc. 信利電子有限公司*	United States of America 美國	US\$20,000 20,000美元	100%	100%	Marketing of electronic calculators 電子計算機市場營銷
信利電子有限公司*	The PRC 中國	US\$137,500,000 137,500,000美元	100%	100%	Manufacture of electronic calculators and electronic components 製造電子計算機及電子元件
信利半導體有限公司*	The PRC 中國	US\$498,300,000 498,300,000美元	100%	100%	Manufacture of LCD products 製造液晶顯示器產品
信利儀器(汕尾)有限公司*	The PRC 中國	US\$1,000,000 1,000,000美元	100%	100%	Manufacture of electric toothbrush and health care products 製造電動牙刷及個人保健產品
信利光電股份有限公司	The PRC 中國	RMB340,000,000 人民幣340,000,000元	85.4%	85.4%	Manufacture of compact camera module and touch panel 製造微型相機模組及觸控屏產品
信利工業(汕尾)有限公司*	The PRC 中國	RMB280,000,000 人民幣280,000,000元	100%	100%	Manufacture of electronic component 製造電子元件
信元光電有限公司	The PRC 中國	RMB100,000,000 人民幣100,000,000元	76%	76%	Manufacture of electronic component 製造電子元件

\* wholly foreign owned enterprise

\* 外商獨資企業

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### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### (a) General information of subsidiaries (continued)

Except for Truly Electronics Manufacturing Limited and Truly (USA) Inc., all other subsidiaries are indirectly held by the Company.

None of the subsidiaries had any debt securities at the end of the year except for 信利光電股份有限公司 which has issued RMB750,000,000 of bonds payable, in which the Group has no interests.

At the end of the reporting period, the Company has other subsidiaries that are not material to the Group. A majority of these subsidiaries operate in Hong Kong. The principal activities of these subsidiaries are summarised as follows:

Principal activities 主要業務	Principal place of business 主要營業地點	Number of subsidiaries 附屬公司數目	
		2017	2016
		二零一七年	二零一六年
Investment holding or inactive 投資控股或非活躍	Hong Kong 香港	7	7
	Germany 德國	1	1
	Singapore 新加坡	1	1
		<b>9</b>	<b>9</b>

### 43. 本公司主要附屬公司資料(續)

#### (a) 附屬公司之一般資料(續)

除信利電子有限公司及Truly (USA) Inc.外，所有其他附屬公司均由本公司間接持有。

除信利光電股份有限公司發行人民幣750,000,000元之應付債券而本集團於當中並無權益外，於年末各附屬公司概無任何債務證券。

於報告期末，本公司擁有對本集團無任何重大影響之其他附屬公司。此等附屬公司大部份於香港營運。該等附屬公司之主要業務概要如下：

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### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### (b) Details of non wholly-owned subsidiaries that have material non-controlling interests

The table below shows details of non wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 由非控股權益持有之所有權權益及投票權比例		Profit/(loss) attributable to non-controlling interests 非控股權益應佔溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
信利光電股份有限公司*	The PRC 中國	14.6%	14.6%	32,804	94,995	555,560	571,440
Non wholly-owned subsidiary of 信利光電股份有限公司 信利光電股份有限公司之非全資附屬公司							
信元光電有限公司	The PRC 中國	24%	24%	(2,954)	(295)	9,824	11,952
				29,850	94,700	565,384	583,392

\* excluding non-controlling interests of 信利光電股份有限公司's subsidiary

Summarised financial information in respect of the above subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

### 43. 本公司主要附屬公司資料(續)

#### (b) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列擁有重大非控股權益之本集團非全資附屬公司之詳情：

\* 不包括信利光電股份有限公司附屬公司之非控股權益

有關上述附屬公司擁有重大非控股權益之財務資料概要如下。下列財務資料概要為集團內公司間對銷前之金額。

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### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### (b) Details of non wholly-owned subsidiaries that have material non-controlling interests (continued)

信利光電股份有限公司 and its subsidiaries

### 43. 本公司主要附屬公司資料(續)

#### (b) 擁有重大非控股權益之非全資附屬公司之詳情(續)

信利光電股份有限公司及其附屬公司

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	7,302,047	9,637,540
Non-current assets	非流動資產	5,494,421	4,335,351
Current liabilities	流動負債	8,022,669	8,940,489
Non-current liabilities	非流動負債	895,073	1,045,789
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,313,342	3,403,221
Non-controlling interests of 信利光電股份有限公司	信利光電股份有限公司非控股權益	555,560	571,440
Non-controlling interests of subsidiary of 信利光電股份有限公司	信利光電股份有限公司附屬公司之非控股權益	9,824	11,952

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### 43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

#### (b) Details of non wholly-owned subsidiaries that have material non-controlling interests

(continued)

信利光電股份有限公司 and its subsidiaries (continued)

### 43. 本公司主要附屬公司資料(續)

#### (b) 擁有重大非控股權益之非全資附屬公司之詳情(續)

信利光電股份有限公司及其附屬公司(續)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收益	15,753,685	17,197,431
Expenses	開支	403,163	373,761
Profit for the year	本年度溢利	225,040	651,679
Profit attributable to owners of the Company	本公司擁有人應佔溢利	195,190	556,979
Profit attributable to the non-controlling interests of 信利光電股份有限公司	信利光電股份有限公司非控股權益應佔溢利	32,804	94,995
Loss attributable to the non-controlling interests of subsidiary of 信利光電股份有限公司	信利光電股份有限公司附屬公司之非控股權益應佔虧損	(2,954)	(295)
Profit for the year	本年度溢利	225,040	651,679
Other comprehensive income (expense) attributable to owners of the Company	本公司擁有人應佔其他全面收入(開支)	215,716	(197,015)
Other comprehensive income (expense) attributable to the non-controlling interests of 信利光電股份有限公司	信利光電股份有限公司非控股權益應佔其他全面收入(開支)	36,810	(33,619)
Other comprehensive income attributable to the non-controlling interests of subsidiary of 信利光電股份有限公司	信利光電股份有限公司附屬公司之非控股權益應佔其他全面收入	826	15
Other comprehensive income (expense) for the year	本年度其他全面收入(開支)	253,352	(230,619)
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收入總額	410,906	359,964
Total comprehensive income attributable to the non-controlling interests of 信利光電股份有限公司	信利光電股份有限公司非控股權益應佔全面收入總額	69,614	61,376
Total comprehensive expense attributable to the non-controlling interests of subsidiary of 信利光電股份有限公司	信利光電股份有限公司附屬公司之非控股權益應佔全面開支總額	(2,128)	(280)
Total comprehensive income for the year	本年度全面收入總額	478,392	421,060
Dividends paid to non-controlling interests of 信利光電股份有限公司	已付信利光電股份有限公司非控股權益之股息	85,494	–
Net cash inflow from operating activities	經營業務現金流入淨額	2,971,665	87,829
Net cash outflow from investing activities	投資活動現金流出淨額	(1,497,405)	(1,014,203)
Net cash (outflow) inflow from financing activities	融資活動現金(流出)流入淨額	(862,011)	1,244,990
Net cash inflow	現金流入淨額	612,249	318,616

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### 44. CONTINGENT LIABILITIES

- (i) During the year ended 31 December 2017 and 2016, a subsidiary of the Company is a defendant in a legal action in Italy involving the alleged defective goods manufactured by the subsidiary according to its customers' designs and specifications. The claim above against the subsidiary is approximately Euro 7.2 million (equivalent to approximately HK\$68 million) in aggregate. The Directors believe, based on legal advice, that the case has legal and factual grounds to defend and therefore it is not probable that losses (including claims for costs) will be incurred. As a result, no provision has been made as at 31 December 2017 and 2016 in this regard.

(ii)

### 44. 或然負債

- (i) 截至二零一七年及二零一六年十二月三十一日止年度，本公司一間附屬公司於意大利一宗被指涉及該附屬公司按其客戶之設計及規格製造有缺陷貨品之法律訴訟中作為辯方。上述針對該附屬公司之申索合共約為7,200,000歐元(相等於約68,000,000港元)。董事根據法律意見相信，該案件有法律及事實理據進行抗辯，因此，案件將不大可能產生虧損(包括費用申索)。故此，於二零一七年及二零一六年十二月三十一日並未就此作出撥備。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Corporate guarantee given by the Group for bank borrowings granted to:	本集團就授予以下人士之銀行借貸作出公司擔保：		
An associate	聯營公司	3,554,180	3,360,160
and utilised by:	及由以下人士動用：		
An associate	聯營公司	3,148,852	2,793,244

In addition, at 31 December 2017, the other shareholder of an associate provided corporate guarantee to the above bank borrowings in proportion to its respective ownership interest amounting to approximately HK\$836 million (2016: HK\$921 million). A counter-indemnity in favour of the other shareholder is executed pursuant to which the Group undertakes to indemnify the other shareholder 23.5% (2016: 27.4%) of the liabilities arising from the bank borrowings.

The bank borrowings were secured by the associate's property, plant and equipment and the Directors assess the exposure of the corporate guarantee at the end of reporting period is insignificant. It is not likely that any guaranteed amount will be claimed by the counterparties and the fair value of the corporate guarantee is not significant.

此外，於二零一七年十二月三十一日，聯營公司之其他股東按其擁有權益就上述銀行借貸提供公司擔保約836,000,000港元(二零一六年：921,000,000港元)。本集團以該其他股東為受益人簽立反彌償保證，據此本集團承諾向其他股東彌償銀行借貸所產生債務之23.5%(二零一六年：27.4%)。

銀行借貸以聯營公司之物業、廠房及設備作抵押，而董事於報告期末評估所面對公司擔保之風險不大。交易對手不大可能申索任何擔保金額，且公司擔保之公平價值並不重大。

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## 綜合財務報表附註

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### 45. TRANSFERS OF FINANCIAL ASSETS

The following were the Group's bills receivables as at 31 December 2017 and 2016 that were discounted to banks on a full recourse basis.

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Carrying amount of discounted bills receivables	折現應收票據賬面值	–	5,541
Carrying amount of associated liabilities	關連負債賬面值	–	(5,541)
Net position	持倉淨額	–	–

The Group discounted bills receivables to banks by discounting those receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as discounted bills. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

### 46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Non-current Assets</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	277,489	219,450
Amount due from a subsidiary	應收附屬公司款項	1,151,443	813,726
		<b>1,428,932</b>	1,033,176
<b>Current Assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	366	300
Bank balances and cash	銀行結存及現金	2,190	2,233
		<b>2,556</b>	2,533
<b>Current Liability</b>	<b>流動負債</b>		
Other payables	其他應付款項	2,175	59,837
<b>Net Current Assets (Liabilities)</b>	<b>流動資產(負債)淨值</b>	<b>381</b>	(57,304)
<b>Net Assets</b>	<b>資產淨值</b>	<b>1,429,313</b>	975,872
<b>Capital and Reserves</b>	<b>資本及儲備</b>		
Share capital	股本	62,409	58,142
Reserves	儲備	1,366,904	917,730
<b>Total Equity</b>	<b>權益總額</b>	<b>1,429,313</b>	975,872

### 45. 轉撥金融資產

以下為本集團於二零一七年及二零一六年十二月三十一日按全面追索權基準折現予銀行之應收票據。

本集團按全面追索權基準折現應收票據予銀行。由於本集團並無轉讓有關應收票據重大風險及回報，因此繼續確認應收票據全部賬面值及經轉讓為折現票據的已收現金。該等金融資產於本集團之綜合財務狀況表中按攤銷成本入賬。

### 46. 本公司之財務狀況表及儲備

有關本公司於報告期末之財務狀況表之資料包括：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2017 • 截至二零一七年十二月三十一日止年度

### 46. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

### 46. 本公司之財務狀況表及儲備 (續)

		Share capital 股本 HK\$'000 千港元	Share premium* 股份溢價* HK\$'000 千港元	Special reserve# 特別儲備# HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	58,142	777,925	17,410	867	88,007	942,351
Profit for the year	本年度溢利	-	-	-	-	324,231	324,231
Dividends recognised as distribution	確認為分派之股息	-	-	-	-	(290,710)	(290,710)
At 31 December 2016	於二零一六年十二月三十一日	58,142	777,925	17,410	867	121,528	975,872
Profit for the year	本年度溢利	-	-	-	-	113,737	113,737
Issue of new shares	發行新股份	4,267	426,660	-	-	-	430,927
Cost of issuance of new shares	發行新股份之成本	-	(4,010)	-	-	-	(4,010)
Dividends recognised as distribution	確認為分派之股息	-	-	-	-	(87,213)	(87,213)
At 31 December 2017	於二零一七年十二月三十一日	62,409	1,200,575	17,410	867	148,052	1,429,313

\* Under the applicable laws of Cayman Islands, the share premium of the Company is available for distributions or paying dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution or paying dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

# The special reserve of the Company represents the difference between the net book values of the underlying assets of the Company's subsidiaries acquired at the date on which the shares of these companies were acquired by the Company, and the nominal amount of the Company's shares issued for the acquisitions.

\* 根據開曼群島之適用法例，本公司之股份溢價可依據其組織章程大綱或細則之條文向股東作出分派或支付股息，惟於緊隨作出分派或支付股息後，本公司須可於日常業務過程中支付到期債項。

# 本公司之特別儲備乃指於本公司在收購其附屬公司之股份當日該等被收購公司之相關資產賬面淨值與本公司就收購而發行之本公司股份面值兩者間之差額。

**TRULY**®

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